

L08000116399

Florida Department of State
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**LLC DISS/WITH OR REV DISS
ZIPS MILLSPAUGH HOLDING COMPANY, LLC**

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**ARTICLES OF DISSOLUTION
FOR
A FLORIDA LIMITED LIABILITY COMPANY**

1. The name of the limited liability company is **ZIPS MILLSPAUGH HOLDING COMPANY, LLC** (the "**Company**").
2. The Articles of Organization were filed on December 23, 2008 and assigned document number is L08000116399.
3. The date the dissolution was approved: January 28, 2010.
4. A description of the occurrence that resulted in the Company's dissolution pursuant to Section 608.441, Florida Statutes:

By written consent the sole Member has decided to dissolve the Company.

5. **CHECK ONE:**

- ☒ All debts, obligations and liabilities of the Company have been paid or discharged.
-OR-
☐ Adequate provision has been made for the debts, obligations and liabilities pursuant to Section 608.4421, Florida Statutes.
6. All remaining property and assets of the Company have been distributed to its Member in accordance with his respective rights and interests.

7. **CHECK ONE:**

- ☒ There are no suits pending against the Company in any court.
-OR-
☐ Adequate provision has been made for the satisfaction of any judgment, order or decree which may be entered against it in any pending suit.

Signature of the sole Member holding all of the membership interest necessary to approve the dissolution:

MEMBER:


LINDA MILLSPAUGH AYSSERT

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**WRITTEN CONSENT OF
THE SOLE MEMBER
OF
ZIPS MILLSPAUGH HOLDING COMPANY, LLC**

The undersigned, being the sole Member of **ZIPS MILLSPAUGH HOLDING COMPANY, LLC** (the "**Company**"), a Florida limited liability company, consents to the adoption of the following resolutions pursuant to the provisions of the Florida Limited Liability Company (the "**Act**");

BE IT RESOLVED, that the Company be liquidated and dissolved pursuant to Florida Statutes Section 608.441(1)(c); and be it further

RESOLVED, that as of the date hereof, a plan of liquidation (the "**Plan**") be, and is, adopted whereby the sole Member of the Company is authorized to distribute the assets of the Company or otherwise liquidate any and all remaining assets and properties of the Company, which in her judgment should be distributed or liquidated to facilitate the Plan and the dissolution of the Company; and be it further

RESOLVED, that the Company shall be dissolved and liquidated in accordance with the Act; and be it further

RESOLVED, that the sole Member of the Company is authorized, empowered and directed to take any action she deems necessary or appropriate in connection with such dissolution, including without limitation, executing and filing with the Florida Department of State the Articles of Dissolution of the Company; and be it further

RESOLVED, that the Company shall thereafter cease to conduct any further business other than to wind up its affairs pursuant to the Plan and the applicable provisions under Florida law; and be it further

RESOLVED, that prior to and after the distribution and final liquidation of the Company, the sole Member of the Company, shall have full authority to, and shall take all action and execute and deliver all agreements, notices, certificates and other instruments on behalf of the Company, as may be deemed necessary, desirable or convenient to carry out fully the Plan; and be it further

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RESOLVED, that upon completion of the liquidation of the Company, and within the time prescribed by law, the sole Member of the Company or the Company's accountant shall file all necessary reports and tax returns required under Florida law and the law of the United States of America.

IN TESTIMONY WHEREOF, the undersigned has executed this Written Consent effective as of the 28th day of January, 2010.

SOLE MEMBER:


LINDA MILLSPAUGH ASSEN

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WRITTEN CONSENT
OF THE SOLE MEMBER
OF
ZIPS MILLSPAUGH HOLDING COMPANY, LLC

THE UNDERSIGNED, being the sole member of ZIPS MILLSPAUGH HOLDING COMPANY, LLC (the "Company"), a Florida limited liability company, in accordance with the Florida Statutes Section 608.406, consents to the adoption of the following resolution *in lieu* of a special meeting:

WHEREAS, the sole member has determined that it is in the best interests of the Company to permit a new limited liability company to be formed under Florida law using the name, "ZIPP MILLSPAUGH HOLDING COMPANY, LLC" even though such name is substantially similar to the name of the Company.

NOW THEREFORE, BE IT RESOLVED that the sole member of the Company hereby consents to the use of "ZIPP MILLSPAUGH HOLDING COMPANY, LLC," as its company name.

NOW THEREFORE, the undersigned has executed this consent as of the 28th day of January, 2010.


LINDA MILLSPAUGH AYSEH

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