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LLC DISSOLUTION OR WITHDRAWAL
FIV5, LLC

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**ARTICLES OF DISSOLUTION
FOR FIV5, LLC
A FLORIDA LIMITED LIABILITY COMPANY**

1. The name of the limited liability company is FIV5, LLC. C/10000030472
2. The effective date of the limited liability company's dissolution is December 31, 2013
3. A description of the occurrence that resulted in the limited liability company's dissolution pursuant to section 608.441, Florida Statutes:

Approval of the Members to
Dissolve in Accordance with the Operating Agreement of the Company
(See Attached Special Written Consent)

4. **CHECK ONE:**

- ☒ All debts, obligations and liabilities of the limited liability company have been paid or discharged.
- ☐ Adequate provision has been made for the debts, obligations and liabilities pursuant to s. 608.4421.

5. All remaining property and assets have been distributed among its members in accordance with their respective rights and interests.

6. **CHECK ONE:**

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

DATED this 18th day of December, 2013

FIV5, LLC

By: BL
Joseph Victor Behar
Member

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CLERK OF DISTRICT COURT
FLORIDA

**FIV5, LLC
ACTION BY SPECIAL WRITTEN CONSENT OF
MEMBERS IN LIEU OF A MEETING**

THE UNDERSIGNED, being the Members of FIV5, LLC, a Florida limited liability company (the "Company"), for purposes of taking action by Special Written Consent in lieu of a meeting of Members, hereby adopt the following resolutions and waive notice requirements, if any:

WHEREAS, the undersigned Members of the Company have determined to dissolve the Company and wind-up its business affairs in accordance with all applicable laws, rules, and regulations and in accordance with the Operating Agreement of the Company.

NOW, THEREFORE:

BE IT RESOLVED, that the Company hereby directs and authorizes its counsel to file Articles of Dissolution in the form attached hereto, dissolving the Company with an effective date of December 31, 2013;

FURTHER RESOLVED, that the Members of the Company are hereby authorized to take such steps as they deem appropriate to implement the dissolution of the Company and to wind-up the business affairs of the Company, including the retaining of professional services.

FURTHER RESOLVED, that this Action by Special Written Consent shall be deemed effective upon it being executed by the Members and may be executed in as many counterparts as may be required and all counterparts shall collectively constitute one and the same Action by Special Written Consent.

ADOPTED AND EFFECTIVE this 18th day of December, 2013.

MEMBERS:



Massimo Colella
(50 Percent Membership Interest)



Joseph Victor Behar
(50 Percent Membership Interest)

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