

L11000073516

(Requestor's Name)

Mascia Law Firm
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Orlando, FL 32801

(City/State/Zip/Phone #)

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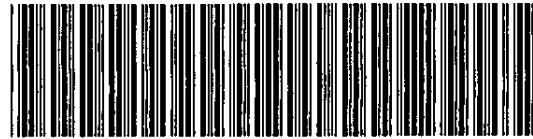
(Business Entity Name)

(Document Number)

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2012 MAR 22 AM 9:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. SAULSBERRY
EXAMINER

MAR 23 2012

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

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TALLAHASSEE, FLORIDA

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1. The name of a limited liability company is
ASSET ACQUISITION PARTNERS, LLC.

2. The Articles of Organization were filed on 6/24/11 and assigned document number
L11000073516

3. The date the dissolution was approved: 2/24/12

4. A description of occurrence that resulted in the limited liability company's dissolution pursuant to section 608.441, Florida Statutes, (copy 608.441 on back cover letter).

Member shall be entitled to dissolve the Company upon the decision of the Member to that effect.

5. CHECK ONE:

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

6. All remaining property and assets have been distributed among its members in accordance with their 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.

Signatures of the members having the same percentage of membership interests necessary to approve the dissolution:

Signature

Printed Name

CAROLYN LANDON

FILING FEE: \$25.00

ASSET ACQUISITION PARTNERS, , LLC

Written Consent of Members in Lieu of Special Meeting

February 24, 2012

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Pursuant to §608.4231, Florida Statutes, the undersigned member of **ASSET ACQUISITION PARTNERS, LLC**, a Florida limited liability company (the "Company"), hereby waives the calling or holding of a special meeting of members and consent in writing to the adoption of the following resolutions as of February 24, 2012:

A. Article 11 of the Company Operating Agreement (the "Operating Agreement") provides that the Member shall be entitled to dissolve the Company upon the decision of the Member to that effect.

B. Pursuant to §608.441, Florida Statutes, the undersigned member has elected to dissolve, wind up and liquidate the Company (collectively, "Dissolution") based on their determination that Dissolution is in the best interest of the Company and the member of the Company.

C. The undersigned member constitutes of all the votes entitled to be cast on the Dissolution and wish to cause the Dissolution.

NOW, THEREFORE, BE IT:

RESOLVED, that the Company is hereby dissolved, and the Company shall hereafter wind up its affairs, liquidate in accordance with Florida Statutes and distribute the net cash proceeds (or property, as applicable), if any, of such liquidation to the member of the Company in proportion to its 100% ownership in the Company.

RESOLVED, that the manager of the Company is hereby individually authorized and empowered to take any and all actions deemed by such director or officer (in the exercise of its reasonable discretion) to be in the best interest of the Company and the member of the Company in connection with the Dissolution, including but not limited to (i) the transfer of the property of the Company to the member (whether cash or non-cash) in proportion to its 100% ownership in the Company; and (ii) the filing of Articles of Dissolution with the Florida Department of State, or (iii) allowing the Company to be administratively dissolved by the Florida Department of State.

RESOLVED, that the Manager of the Company is hereby individually authorized and empowered to execute any and all documents on behalf of the Company relating to the foregoing resolutions.

RESOLVED, that this Consent may be filed by the Manager of the Company with the minutes of the Company.

This Consent, signed by the undersigned members, shall be effective as of the date first above written, may be executed by facsimile in separate counterparts (all of which shall constitute one and the same Consent), and shall be filed with the minutes of the Company.

Date: February 24, 2012

MEMBER:



Carolyn London

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TALLAHASSEE, FLORIDA