

ARTICLES OF DISSOLUTION

Pursuant to section 608.445, Florida Statutes, this Florida limited liability company submits the following Articles of Dissolution:

- FIRST:** The name of the limited liability company as currently filed with the Florida Department of State:
DOWNING CAPITAL HOLDINGS, LLC
- SECOND:** The document number of the limited liability company: L12000000343
- THIRD:** The file date of the articles of organization: January 3, 2012
- FOURTH:** The date the dissolution was approved: December 10, 2012
- FIFTH:** A description of occurrence that resulted in the limited liability company's dissolution pursuant to section 608.441, Florida Statutes:
LACK OF PROFITABLE INTEREST.
- SIXTH:** All debts, obligations and liabilities of the limited liability company have been paid or discharged.
- SEVENTH:** All remaining property and assets have been distributed among its members in accordance with their respective rights and interests.
- EIGHTH:** There are no suits pending against the company in any court.

I/we submit this document and affirm that the facts stated herein are true. I/we am/are aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in section 817.155, Florida Statutes.

Signature: BRENDAN DOWNING, BLUE JEANS CAPITAL, LLC

Electronic Signature of Member having the same percentage of membership interest necessary to approve the dissolution

Signature: JESSE DOWNING, WADSWORTH CAPITAL HOLDINGS

Electronic Signature of Member having the same percentage of membership interest necessary to approve the dissolution