

H12000066953

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From: Account Name : LATHAM, SHUKER, EDEN & BEAUDINE, LLP
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LLC DISSOLUTION OR WITHDRAWAL
NIKI BRYAN SPAS INTERNATIONAL, LLC

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September 25, 2018

FLORIDA DEPARTMENT OF STATE

Division of Corporations

NIKI BRYAN SPAS INTERNATIONAL, LLC
7700 MUNICIPAL DRIVE
ORLANDO, FL 32819US

SUBJECT: NIKI BRYAN SPAS INTERNATIONAL, LLC
REF: L12000066953

Section 605.0203(1), Florida Statutes, requires the document(s) to be signed by one person acting as an authorized representative.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Janeice L Smith
Regulatory Specialist II
Registration Section

FAX Aud. #: H18000277769
Letter Number: 418A00020001

**ARTICLES OF DISSOLUTION
OF
NIKI BRYAN SPAS INTERNATIONAL, LLC**

Pursuant to §§ 608.441 through 608.445 of Title XXXVI of the Florida Statutes, the undersigned hereby submits these Articles of Dissolution of Niki Bryan Spas International, LLC, a Florida limited liability company (the "Company"), for filing.

ARTICLE I

The name of the Company is **NIKI BRYAN SPAS INTERNATIONAL, LLC**, Document Number L12000066953.

ARTICLE II

The Plan of Dissolution and Complete Liquidation, attached hereto as Exhibit 1, was authorized on the 13th day of September 2018 by written consent of all of the members and Board of Directors of the Company entitled to vote on the proposed dissolution, pursuant to § 608.4231 of the Florida Statutes, and is effective as of the 26th day of September 2018.

ARTICLE III

All debts, obligations, and liabilities of the Company shall be resolved pursuant to § 608.4421, Florida Statutes.¹

ARTICLE IV

The Company is insolvent and funds will be insufficient to pay unsecured creditors in full, no payments or distributions will be made to the Members.

ARTICLE V

At the time of the filing of these Articles of Dissolution, there are no pending suits or administrative actions 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 the Company in any pending suit.

ARTICLE VI

The number of votes cast in favor of dissolving the Company was sufficient for approving a dissolution of the Company.

Executed this 24th day of September 2018.


James Lewis
Director and CEO

¹ To the extent there are any funds recovered from the liquidation of the assets of the Company, creditors shall receive payment according to the priority of such debt; or, if funds are not sufficient to pay all outstanding debts in full, creditors shall receive a *pro rata* distribution according to the priority of such debt.

EXHIBIT 1

**PLAN OF DISSOLUTION AND COMPLETE LIQUIDATION
OF
NIKI BRYAN SPAS INTERNATIONAL, LLC**

(1) **NIKI BRYAN SPAS INTERNATIONAL, LLC**, a Florida limited liability company ("Company"), elects to conclude its affairs, dissolve, and be completely liquidated in accordance with §608.441 of Title XXXVI of the Florida Statutes, §331 of the Internal Revenue Code of 1986, as amended, and this Plan of Dissolution and Complete Liquidation (the "Plan").

(2) The Company shall not hereafter engage in any business activities, except for the purpose of preserving the value of its assets, concluding its affairs, and distributing its assets in accordance with the Plan.

(3) The Members of the Company are authorized, at their discretion, to sell any or all of the assets and properties of the Company for such consideration and upon such terms and conditions as they may determine.

(4) The Company shall evaluate all claims and shall make distributions, to the extent funds are available, to creditors in the priorities set forth under Florida law.

(4) If applicable, after paying or making provision for all liabilities and obligations of the Company, the Members of the Company shall distribute to all of the Members of the Company, in cash or in kind, or partly in cash and partly in kind, all remaining assets of the Company in proportion to each respective Member's ownership interest in the Company.

(5) The distribution in complete liquidation shall be in payment and exchange for, and in complete cancellation of all membership interests in the Company, and all of the members shall surrender their membership interests in the Company upon receipt of the final distribution, if any, made hereunder (other than final distribution made from any contingent liability account established in the discretion of the Members of the Company).

(6) The designated Manager/Member of the Company shall file with the Florida Department of State Articles of Dissolution at such time as he may deem appropriate, but not later than the 24TH day of September 2018.

(7) The designated Manager/Member of the Company is authorized and empowered to execute and file all instruments, documents, papers, tax returns, and reports, and to do any and all other things, and take any and all other actions, that he may deem necessary or desirable in order to carry out the purposes and intents of this Plan.

Notice of Limited Liability Company Dissolution

NOTE: This page is optional

This notice is submitted by the dissolved limited liability company named below for resolution of payment of unknown claims against this limited liability company as provided in s. 605.0712, F.S.

This "Notice of Limited Liability Company Dissolution" is optional and is not required when filing a voluntary dissolution.

Name of Limited Liability Company: Niki Bryan Spas International, LLC

Document number of Limited Liability Company is: L12000066953

Date of dissolution was: September 26, 2018

Description of information that must be included in a written claim:

Claimant's Full Name; Mailing Address; and Claim Amount and Description

Mailing address where claims can be sent: (Claims cannot be sent to the Division of Corporations)

Niki Bryan Spas International, LLC

c/o Justin M. Luna, Esq.

Latham, Shuker, Eden & Beaudine, LLP

PO Box 3353, Orlando, FL 32802-3353

A claim against the above named limited liability company will be barred unless a proceeding to enforce the claim is commenced within 4 years after the filing of this notice.

James M. Lewis
Printed Name of the Person Filing

James M. Lewis
Signature of the Person Filing

Fee: No charge if included with Articles of Dissolution. If filed separately \$25.00