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To: Division of Corporations
Fax Number : (850) 617-6383

From: Account Name : MARKO & MAGOLNICK, P.A.
Account Number : I20050000186
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Fax Number : (305) 285-5555

LLC DISSOLUTION OR WITHDRAWAL
EGAINERS USA, LLC

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FL 32304

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EFFECTIVE DATE
10/24

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

1. The name of the limited liability company is EGAINERS USA, LLC.
2. The effective date of the limited liability company's dissolution is October 24, 2014.
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 24th day of October, 2014

EGAINERS HOLDINGS CORPORATION

By: _____

Joseph Victor Behar
President

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ALLAHUSSEIN, H. Q. 10/24/14

EGAINERS USA, LLC
SPECIAL WRITTEN CONSENT OF SOLE MEMBER

THE UNDERSIGNED, being the Sole Member of EGAINERS USA, LLC, a Florida limited liability company (the "Company"), for purposes of taking action by special written consent in lieu of a meeting, hereby adopts the following resolutions and waives notice requirements, if any:

WHEREAS, the undersigned Sole Member of the Company has 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 Regulations 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 October 24, 2014;

BE IT FURTHER RESOLVED, that the Sole Member of the Company is hereby authorized to take such steps as it deems appropriate to implement the dissolution of the Company and to wind-up the business affairs of the Company, including the retaining of professional services.

BE IT FURTHER RESOLVED, that this Special Written Consent shall be deemed effective upon it being executed by the Sole Member of the Company.

ADOPTED AND EFFECTIVE this 24th day of October, 2014.

SOLE MEMBER:
EGAINERS HOLDINGS CORPORATION

By: 

Joseph Victor Behar
President

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