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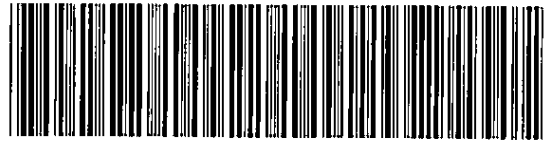
(Business Entity Name)

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# CT CORP

3458 Lakeshore Drive, Tallahassee, FL 32312

850-656-4724

Date: 03/19/2021

Acc#I20160000072

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Name:	GUE Liquidation.COM, Inc.
Document #:	
Order #:	13584939

Certified Copy of Arts & Amend:	<input type="checkbox"/>		
Plain Copy:	<input type="checkbox"/>		
Certificate of Good Standing:	<input type="checkbox"/>		
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Apostille/Notarial Certification:	<input type="checkbox"/>	Country of Destination:	
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Amount: \$ 35.00

Thank you!

**CERTIFICATE OF DISSOLUTION  
OF  
GUE LIQUIDATION.COM, INC.**

**Pursuant to the provisions of Section 607.1403  
of the Florida Business Corporation Act**

Howley Law PLLC, as trustee for the GUE Debtor Liquidation Trust (the "Debtor Liquidation Trustee"), as the successor in interest to GUE Liquidation.COM, Inc., a corporation duly organized under the Florida Business Corporation Act, does hereby certify as follows:

1. The name of the corporation to be recognized as dissolved hereunder is GUE Liquidation.COM, Inc. (the "Corporation").
2. The Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Florida on September 1, 2015.
3. On June 3, 2019, GUE Liquidation Companies, Inc. and certain of its direct and indirect domestic subsidiaries, including the Corporation (collectively, the "Debtors") filed for bankruptcy under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court").
4. On December 19, 2019, the Bankruptcy Court entered the Findings of Fact, Conclusions of Law, and Order Confirming Chapter 11 Plan of Liquidation [Docket No. 1037] Case No. 19-11240 (LSS) (Bankr. D. Del. Dec. 19, 2019) (the "Confirmation Order"). confirming the *First Amended Joint Plan of Liquidation for the Debtors* (including all exhibits thereto, the "Plan").
5. On December 30, 2019 (the "Effective Date"), the Plan became effective. Pursuant to the Confirmation Order, on the Effective Date, the Debtors were dissolved and are of no further legal existence. Specifically, the Confirmation Order provides as follows:

On the Effective Date, the Debtors' members, directors, managers, and officers and any remaining employees shall be deemed to have resigned and the Debtors dissolved for all purposes and of no further legal existence under any applicable state or federal law, without the need to take any further action or file any plan of dissolution, notice, or application with the Secretary of State of the State of Delaware or any other state or government authority, and without the need to pay any franchise or similar taxes in order to effectuate such dissolution. All existing articles of organization and similar constituent documents of each of the Debtors will be canceled, effective as of the Effective Date.

6. As approved by the Confirmation Order, the Plan provides that:

[T]he Debtor Liquidation Trustee ... shall be the sole representative of, and shall act for, the Debtors, and shall assume any such outstanding responsibility of the Debtors under the Plan. The powers, rights and responsibilities of the Debtor Liquidation Trustee ... shall include the authority and responsibility to fulfill

(a) the items identified in Section III.B.1 [of the Plan] and (b) the Debtor Liquidation Trustee Functions set forth in Section III.B.4 [of the Plan]. Other rights and duties of the Debtor Liquidation Trustee and the Debtor Liquidation Trust Beneficiaries shall be as set forth in the Debtor Liquidation Trust Agreement.

The Debtor Liquidation Trustee Functions shall include any and all powers and authority to ... wind up the affairs of the Debtors, if and to the extent necessary, including taking any steps to terminate the corporate or organizational existence of the Debtors ....

7. The dissolution of the Corporation pursuant to the Confirmation Order is effective as of December 30, 2019.

8. In accordance with the Confirmation Order, there are no directors of the Corporation.

9. In accordance with the Confirmation Order, there are no officers of the Corporation.

10. There are no stockholders of the Corporation.

11. This Certificate of Dissolution shall be effective upon filing with the Florida Secretary of State.

[Signature Page Follows]

IN WITNESS WHEREOF, Howley Law PLLC, as Debtor Liquidation Trustee, on behalf of GUE Liquidation.COM, Inc., has caused this instrument to be executed as of this 18th day of March, 2021.

HOWLEY LAW PLLC, as Debtor  
Liquidation Trustee, on behalf of  
GUE LIQUIDATION.COM, INC.

By: 

Name: Thomas A. Howley  
Title: Owner and Member

[Certificate of Dissolution of GUE Liquidation.COM, Inc.]