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PS 5/19/05 DISS/NOTICE

COVER LETTER

TO: Amendment Section Division of Corporations
SUBJECT: OTE, Incorporate
DOCUMENT NUMBER: <u>P970000 52006</u>
The enclosed Articles of Dissolution and fee are submitted for filing.
Please return all correspondence concerning this matter to the following:
Linda L. Post
(Name of Person)
Blue Badger Concepts, LLC (Name of Firm/Company)
6117 NE 12 th Avenue (Address)
Portland, OR 97211 (City/State/and Zip Code)
For further information concerning this matter, please call:
Linda L. Post at (503) 241-4868 (Name of Person) (Area Code & Daytime Telephone Number)
Enclosed is a check for the following amount:
\$35 Filing Fee \$\ \$43.75 Filing Fee & \$\ \$43.75 Filing Fee & \$\ \$Certificate of Status & Certificate of Status & Certified Copy (Additional copy is enclosed) \$ (Additional copy is enclosed)
MAILING ADDRESS: Amendment Section Division of Corporations P.O. Box 6327 Tallahassee, Florida 32314 STREET ADDRESS: Amendment Section Division of Corporations 409 E. Gaines Street Tallahassee, Florida 32399

ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST:	The name of the corporation as currently filed with the Florida Department of State:								
	OTE	Inc.	·			<u> </u>			
SECOND:	DCD NDDD5 2 2								
THIRD:	The date disso	olution was authoriz	ed:	Apri	129,20	05			
	Effective date	of dissolution if app	plicable:	(no more tha	an 90 days after diss	solution file	date)		
FOURTH:	Adoption of D	Dissolution (CHECK	(ONE)						
	Dissolution was suffice	n was approved by t ient for approval.	the shareho	lders. The n	umber of votes	s cast for	dissol	ution	
	Dissolution	Dissolution was approved by of the shareholders through voting groups.							
	The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:								
	The number of	votes cast for disso	olution was	sufficient fo	or approval by	LAHAS	05 MAY -9		
		(voti:	ng group)			-FE C	至	IT	
	Signed this					FLORIDA FLORIDA	8: 39	C	
		actor, president or other off prator - if in the hands of a iary)							
		CTyped or printed name	. Pos me of person si	gning)					
		Pre SV (Title of person	dent n signing)			_ _			

Filing Fee: \$35

Notice of Corporate Dissolution

This notice is submitted by the dissolved corporation named below for resolution of payment of unknown claims against this corporation as provided in s. 607.1407, F.S. This "Notice of Corporate Dissolution" is optional and is not required when filing a voluntary dissolution. Name of Corporation:_____ Date of dissolution will be the date the dissolution is filed with the Department of State or as specified in the Articles of Dissolution. Description of information that must be included in a claim: Mailing address where claims can be sent: (Claims cannot be sent to the Division of Corporations) A claim against the above named corporation will be barred unless a proceeding to enforce the claim is commenced within 4 years after the filing of this notice.

CONSENT IN LIEU OF ORGANIZATIONAL MEETING OF SHAREHOLDERS OF OTE, INCORPORATED

The undersigned, being all of the shareholders of OTE Incorporated, a Florida corporation (the "Corporation"), hereby waive all notices statutory and otherwise and authorize, consent to and adopt the following resolutions in lieu of a meeting of the shareholders, and the same shall be fully effective and valid as the actions of the shareholders as though a meeting had, in fact, been held:

RESOLVED, that OTE Incorporated be dissolved; and be it further

RESOLVED, that the Articles of Dissolution of the Corporation, be mailed for filing in the office of the Secretary of State of the State of Florida by May 1, 2005; and be it further

RESOLVED, that the total remaining assets of OTE, Incorporated, including all cash in accounts, physical assets, and intangibles be sold to Blue Badger Concepts, LLC for the sum of \$10,000,000

Dated as of April 29, 7, 2005

LINDA POST, Shareholder