

ALBERT D. CELIO, P.A.
ATTORNEY AT LAW

976 BREVARD AVENUE, SUITE A
ROCKLEDGE, FLORIDA 32955

Facsimile 407/633-2356

200497

Reply to:

POST OFFICE BOX 939
COCOA, FL 32923-0939

Telephone 407/633-2355

February 3, 1997

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: *Florida International, L.C.*
Articles of Dissolution

OUR FILE NO.: 97-6127

00000000738246-11
-02/ 03/97-0104-1101
*****51.50 *****

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Dissolution and related the Resolution for the above-captioned Florida Limited Liability Company. Also enclosed is a check from this firm's trust account in the amount of \$52.50 to cover the filing fee for same.

Please return a stamped copy of the Articles of Dissolution back to this office for our file. Should you have any questions regarding the enclosed, please feel free to contact this office. Thank you for your assistance in this matter.

Very truly yours,

By: 

Albert D. Celio, Esq.

ADC/emh
Enclosures
cc: Dewey L. Harris, CPA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 MAY -8 PM 3:03

FILED

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joy

Vol.

Diss



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 14, 1997

ALBERT D. CELIO, P.A.
P.O. BOX 939
COCOA, FL 32923-0939

SUBJECT: FLORIDA INTERNATIONAL, L.C.
Ref. Number: Z00497

We have received your document for FLORIDA INTERNATIONAL, L.C. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain the effective date of the limited liability company's dissolution.

A description of the occurrence that resulted in the limited liability company's dissolution pursuant to section 608.441, Florida Statutes, must be contained in the document.

A statement that all debts, obligations, and liabilities of the limited liability company have been paid or discharged or that adequate provision has been made therefore pursuant to section 608.4421, Florida Statutes, must be contained in the document.

A statement that all the remaining property and assets have been distributed among its members in accordance with their respective rights and interests must be contained in the document.

A statement that there are no suits pending against the company in any court or that adequate provision has been made for the satisfaction of any judgment, order or decree which may be entered against it in any pending suit must be contained in the document.

Articles of Dissolution for a Florida limited liability company must be signed by all members.

The document must contain original signatures.

All of the above statements/requirements must be included within the document entitled Articles of Dissolution.

Enclosed are the proper forms with instructions.

Please return 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 (904) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 197A00007992

ALBERT D. CELIO, P.A.
ATTORNEY AT LAW

976 BREVARD AVENUE, SUITE A
ROCKLEDGE, FLORIDA 32955

Facsimile 407/633-2356

Reply to: POST OFFICE BOX 939
COCOA, FL 32923-0939

Telephone 407/633-2355

May 7, 1997

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Attention: Joy Moon-French
Corporate Specialist

*Re: Florida International, L.C.
Ref. Number: Z00497
Articles of Dissolution*

Our File No.: 97-6127

Dear Ms. Moon-French:

Enclosed with this correspondence are the Articles of Dissolution for a Florida International, L.C., a Florida limited liability company, along with a copy of the Unanimous Written Consent authorizing the dissolution of the limited liability company and executed by the members of the limited liability company on December 31, 1996. This file is currently pending at your office and the required filing fee has been submitted.

If you have any questions or require additional information, please contact me at your earliest convenience. Thank you for your assistance in this matter.

Sincerely yours,

By: 
Albert D. Celio, Esq.

ADC/emb
Enclosures

cc: Mr. Franz M. Amberger
Mr. John G. Vasilake, Jr.
Dewey L. Harris, CPA

**ARTICLES OF DISSOLUTION
FOR
A FLORIDA LIMITED LIABILITY COMPANY**

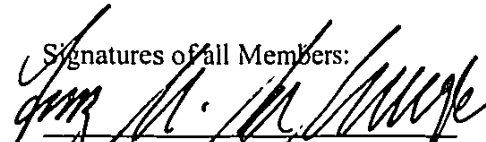
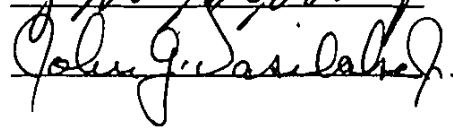
1. The name of the limited liability company is:

FLORIDA INTERNATIONAL, L.C.

2. The effective date of the limited liability company's dissolution is December 31, 1996.
3. The occurrence that resulted in the limited liability company's dissolution pursuant to Section 608.441, *Florida Statutes* is that all Members of the limited liability company agreed, by Unanimous Written Consent, to dissolve the limited liability company (see attached Unanimous Written Consent of the members dated December 31, 1996).
4. Adequate provision has been made for the debts, obligations and liabilities pursuant to 608.4421.
5. All remaining property and assets have been distributed among its members in accordance with their respective rights and interests.
6. There are no suits pending against the company in any court.

Executed: March 31, 1997.

Signatures of all Members:

Printed names of all Members:

Franz M. Amberger, Member

John G. Vasilake, Jr., Member

UNANIMOUS WRITTEN CONSENT OF THE
MEMBERS OF FLORIDA INTERNATIONAL, L.C.
WITHOUT A MEETING

FILED

97 MAY -8 PM 3:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being all of the members of FLORIDA INTERNATIONAL, L.C., a Limited Liability Company, organized and existing under the laws of the State of Florida (hereinafter "Company"), pursuant to Florida Limited Liability Company Act, Sec. 608,441 Fla. Stat. (1995), do hereby consent to and adopt the following:

WHEREAS, the Articles of Organization of Florida International, L.C., were filed with the Secretary of State, Tallahassee, Florida, on December 9, 1991; and

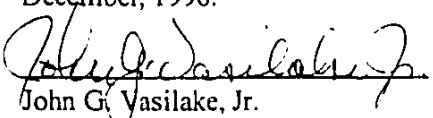
WHEREAS, the original capital contribution ratios between John G. Vasilake, Jr., and Franz M. Amberger were 40% and 60% respectively; and the ratio of capital contributions was revised during October, 1992 to reflect a 10% and 90% capital contribution ratio respectively between the foregoing members; and

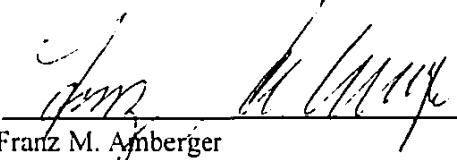
WHEREAS, the members of the Company desire to dissolve the Company and wind-up the affairs of the Company.

NOW, THEREFORE, BE IT RESOLVED that the Members of the Company are hereby authorized to dissolve the Company pursuant to Section 608.441 of the *Florida Limited Liability Company Act* and take whatever additional actions are required to conclude the legal existence of the Company and to make provision for all legitimate obligations of the Company.

WITNESS the due execution of this Unanimous Consent as of the 31st day of

December, 1996.


John G. Vasilake, Jr.
Member


Franz M. Amberger
Member