

Filing Fee: \$50.00

ID Number: 119827



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

LIMITED LIABILITY COMPANY

ARTICLES OF DISSOLUTION

Pursuant to the provisions of Section 7-16-47 of the General Laws of Rhode Island, 1956, as amended, the undersigned limited liability company hereby submits the following Articles of Dissolution:

1. The name of the limited liability company is:

Allio Associates, LLC

2. The date of filing of the original Articles of Organization is August 8, 2001

3. The dates of filing of all amendments to the original Articles of Organization or the most recent restatement, if any, and all subsequent amendments thereto none

4. The reason for filing the Articles of Dissolution the business of the Company has ceased

5. The effective date (which shall be a date certain) of the dissolution is upon filing

6. Any other information or provision, not inconsistent with law, which the members or authorized person signing the Articles of Dissolution elect to set forth none

FILED

FEB 02 2009

By

AME
79522
11:57

Date:

12/12/08

Under penalty of perjury, I declare and affirm that I have examined these Articles of Dissolution, including any accompanying attachments, and that all statements contained herein are true and correct.

Allio Associates, LLC

Print Name of Limited Liability Company

By

Signature of Authorized Person

ALLIO ASSOCIATES, LLC

PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION

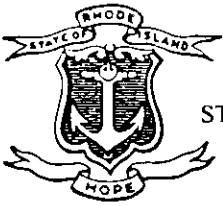
This Plan of Complete Liquidation and Dissolution ("Plan") is for the purpose of effecting the complete liquidation, as necessary, and dissolution of Allio Associates, LLC, a Rhode Island limited liability company (the "Company") in accordance with applicable state and federal tax laws, and the Rhode Island Limited Liability Company Act (the "Act"). This Plan was approved by written consent of the Company's Members dated 12/12/, 2008. The specific steps of dissolution are as follows:

1. The Company will liquidate all of its assets, if any, and cease the active conduct of its business.
2. Michael K. Allio, as an authorized person of the Company, shall proceed with the voluntary dissolution of the Company under the laws of the State of Rhode Island and is authorized to execute and deliver all documents necessary in connection with such dissolution.
3. After adoption of this Plan, counsel and/or accountants for the Company shall prepare and assist in filing of any required state or federal tax returns together with a certified copy of the resolutions adopting the Plan.
4. It is intended that this Plan shall be a plan of complete liquidation effective at the time of a Liquidation Sale, if any, within the terms of applicable state and federal tax law, and if none, then at the time of adoption of the Plan. This Plan shall be deemed to authorize such action as, in the opinion of counsel or accountants for the Company, may be necessary to conform with the provisions of applicable state and federal tax law.
5. Michael K. Allio is authorized, empowered and directed to sign, seal, execute, acknowledge and deliver any and all documents and instruments including federal and state tax returns, information required to be filed by reason of the complete liquidation and dissolution of the limited liability company, and all documents and instruments which he deems necessary or advisable to carry out the purposes and intentions of this Plan.

IN WITNESS WHEREOF, the undersigned have executed and delivered this Plan as of 12/12, 2008.


Michael K. Allio, Member


Robert J. Allio, Member



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Department of Revenue
DIVISION OF TAXATION
One Capitol Hill
Providence, RI 02908-5800

January 15, 2009

2009 JAN 27 PM 2:33

RECEIVED
DIVISION OF TAXATION
JAN 27 2009

TO WHOM IT MAY CONCERN:

Re ALLIO ASSOCIATES LLC

It appears from our records that the above named limited liability company has filed all the required Business Corporation Tax Returns due to be filed and paid all taxes indicated thereon and is in good standing with this Division as of this date regarding any liability under the Rhode Island Business Corporation Tax Law.

This letter is issued pursuant to the request of the above named limited liability company for the purpose of:

DISSOLUTION

Very truly yours,

David M. Sullivan
Tax Administrator

Charles J. Larocque
Chief Revenue Agent
Corporations



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A. RALPH MOLLIS

Secretary of State

