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**Quarles & Brady**

**M 81187**

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December 24, 1997

**FEDERAL EXPRESS**

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32314

600002382666--6  
-12/24/97--01081--007  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Banyon Tree Golf Corp.

Dear Sir:

Enclosed please find original Articles of Dissolution for the above-referenced corporation to be filed with your office. I have also enclosed a check in the amount of \$35.00 to cover the filing fees for same.

Please give me a call me if there is any reason why this request cannot be met promptly. Thank you for your attention to this matter.

Very truly yours,

QUARLES & BRADY

  
Susan D. Bober  
Legal Assistant

FILED  
97 DEC 24 PM 1:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Enclosures

EFFECTIVE DATE

12-31-97

Diss  
LFS  
1-7-98

ARTICLES OF DISSOLUTION  
EFFECTIVE DATE

12-31-97

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

FILED  
97 DEC 24 PM 1:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FIRST: The name of the corporation is: BANYON TREE GOLF CORP.

SECOND: The date dissolution was authorized: December 22, 1997  
TO BE EFFECTIVE DECEMBER 31, 1997.

THIRD: Adoption of Dissolution (CHECK ONE)

Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

Dissolution was approved by vote 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 dissolution was sufficient for approval by

N/A

(voting group)

Signed this 22nd day of December, 19 97

Signature

Peter A. Cook

(By the Chairman or Vice Chairman of the Board, President, or other officer)

Peter A. Cook

(Typed or printed name)

Director and Treasurer

(Title)