

ARTICLES OF DISSOLUTION

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Pursuant to Section 607.1403, Florida Statutes, the undersigned corporation State State the following articles of dissolution:

FIRST: The name of the corporation is INDEPENDENT REAL ESTATE MANAGEMENT CORPORATION

SECOND: The date dissolution was authorized is December 18, 1996.

<u>THIRD</u>: Dissolution was approved by vote of the shareholders. The number of votes cast for dissolution was sufficient for approval.

DATED: December 18, 1996.

INDEPENDENT REAL ESTATE MANAGEMENT CORPORATION (Corporation Name)

By: Joe Kell (Name)

______President______ (Title)

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AT REAL OF

WRITTEN CONSENT OF SOLE SHAREHOLDER OF INDEPENDENT REAL ESTATE MANAGEMENT CORPORATION

AGC Life Insurance Company, a Missouri corporation ("AGC Life ") and the owner of all the issued and outstanding common stock of Independent Real Estate Management Corporation (the "Company"), hereby adopts the following resolution by written consent:

RESOLVED, that the Company be dissolved and liquidated in accordance with the applicable law, that it cease to carry on any business except that appropriate to wind up and liquidate its business and affairs, and that it, acting through its officers, execute and file such documents, make such transfers, payments and distributions, conduct such winding up activities, and take such other lawful actions as such officers, or any of them, may deem necessary or appropriate to accomplish such dissolution and liquidation.

IN WITNESS WHEREOF, AGC Life has caused this consent to be executed and its seal affixed hereon this 18th day of December 1996.

AGC LIFE INSURANCE COMPANY

[SEAL]

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