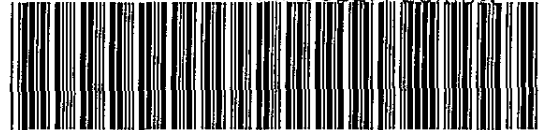


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2005 MAR 20 P 3:29

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



500068104495

(Requestor's Name)

(Address)

(Address)

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**SHACKELFORD MELTON & MCKINLEY**  
■■■■■■ ATTORNEYS & COUNSELORS

**FILED**

2006 MAR 20 P 3:29

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

March 15, 2006

**VIA FEDERAL EXPRESS**

Florida Department of State  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Finlay Interest 33, Ltd.

Dear Sir/Madam:

Enclosed herewith please find two (2) copies of the Certificate of Dissolution in reference to the above entity, along with a check in the amount of \$52.50 to cover the filing fees and expedited fees. Please note that this entity has now been converted into a Texas limited partnership which is the reason for such dissolution in Florida.

Please file the enclosed documents on the day of receipt and forward filed stamped copies to my attention in the enclosed self-addressed stamped envelope.

If you have any questions, please do not hesitate to call. Thank you for your help in this matter.

Very truly yours,

  
Michelle Weale

Enclosures

**CERTIFICATE OF DISSOLUTION**

**FOR**

**FINLAY INTERESTS 33, LTD.**

**FILED**

2006 MAR 20 P 3

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 620.1203, Florida Statutes, Finlay Interests 33, Ltd., a Florida limited partnership ("Partnership"), whose certificate was filed with the Florida Department of State on September 11, 2001, hereby submits this Certificate of Dissolution.

1. The reason for dissolution of Partnership is due to Partnership converting from a Florida limited partnership, to a Texas limited partnership.
2. This document becomes effective when accepted and filed by the Florida Department of State.

DATED: March 14<sup>th</sup>, 2006.

**GENERAL PARTNER:**

FINLAY INTERESTS GP 33, LLC,  
a Florida limited liability company

By: 

CHRISTOPHER C. FINLAY, President