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Division of Corporations

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A98000001890

Florida Department of State
Division of Corporations
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Fax Number : (850) 617-6383

From:

Account Name : BAKER & HOSTETLER LLP
Account Number : I19990000077
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Fax Number : (407) 841-0168

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TEMPUS RESORTS MANAGEMENT, LTD.

Certificate of Status	0
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**CERTIFICATE OF DISSOLUTION
FOR
TEMPUS RESORTS MANAGEMENT, LTD.**

Pursuant to the provisions of section 620.1203, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Department of State on August 6, 1998, assigned Florida document number A98000001890, hereby submits this Certificate of Dissolution.

FIRST: Reason for dissolution:

This Certificate of Dissolution is being submitted on behalf of Tempus Resorts Management, Ltd. (the "**Partnership**") in connection with that certain Order Approving Debtors' Amended Disclosure Statement and Confirming Debtors' Amended Plan of Reorganization As Modified, issued May 5, 2011 by the United States Bankruptcy Court, Middle District of Florida, Orlando Division, Case No. 6:10-bk-20709-KSJ (the "**Order**"). The Order provides that all assets of Tempus Marketing International, LLC ("TMI"), including TMI's general partnership interest in the Partnership shall vest in Mystic Dunes, LLC ("Mystic Dunes"). Further, the Order authorizes and directs Mystic Dunes and the Partnership to issue, execute, deliver, file and record any document and to take any action necessary or appropriate to implement, consummate and otherwise effectuate the Debtors' First Amended Joint Plan of Reorganization filed on March 22, 2011 (the "**Plan**"). Pursuant to the Plan and the Order, the Partnership is directed to file this Certificate of Dissolution with the Florida Department of State.

SECOND: ☐ A Notice of Dissolution is attached.

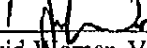
THIRD: Effective date, if other than the date of filing: _____

(Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

Signatures of each general partner or the person appointed pursuant to s. 620.1803(3) or (4), F.S.:

TEMPUS RESORTS MANAGEMENT, LLC,

By: Mystic Dunes, LLC, a Delaware limited liability company

By: 
David Womer, Vice President

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