

FDIC

Federal Deposit Insurance Corporation

1910 Pacific Avenue, Suite 1600, Dallas, Texas 75201 • (972) 754-0098
Southwest Service Center

Legal Division
Office of Lela Clifton, CLA 972-761-8055

March 20, 1998

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Articles of Dissolution -
Sundial River's Edge, Inc.

800002465308
-03/23/98--01101--012
*****35.00 *****35.00

Gentlemen:

Enclosed for filing is an original and one copy of the Articles of Dissolution of Sundial River's Edge, Inc. Also enclosed is a check in the amount of \$35.00 for the filing fees. Please forward a Certificate of Dissolution to my attention once the Articles have been filed.

If you have any questions, please call me at (972) 761-8055.

Very truly yours,

Lela Clifton
Lela L. Clifton, CLA
Paralegal Specialist
Asset Disposition III

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED

/llc

Encs. - Articles of Dissolution
Check No. 767000573

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ARTICLES OF DISSOLUTION
OF
SUNDIAL RIVER'S EDGE, INC.

I.

The name of the Corporation is SUNDIAL RIVER'S EDGE, INC. (the "Corporation").

II.

Dissolution of the Corporation was authorized on March 5, 1998, by unanimous vote of the directors of the Corporation and by the sole shareholder of the Corporation, which is sufficient for approval of the dissolution.

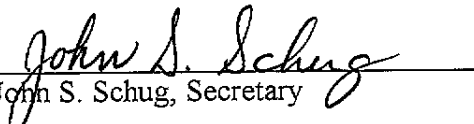
IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution this 20 day of March, 1998.

SUNDIAL RIVER'S EDGE, INC.

By: 

Duane Champagne, President

ATTEST:


John S. Schug, Secretary

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

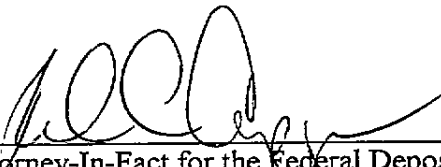
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AND
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SHAREHOLDERS CONSENT TO DISSOLUTION

The undersigned, as Attorney-In-Fact for the Federal Deposit Insurance Corporation in its capacity as Receiver for Florida Federal Savings Bank, F.S.B., owner of all of the outstanding common stock of Sundial-River's Edge, Inc., a Florida corporation, does hereby certify that such shareholder agrees to and consents to the dissolution of Sundial-River's Edge, Inc..

Dated this 5th day of March, 1998, Dallas, Texas.



Attorney-In-Fact for the Federal Deposit Insurance
Corporation in its capacity as Receiver for Florida Federal
Savings Bank, F.S.B.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED