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MORRISON & CONROY

A PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

875 SIXTH AVENUE SOUTH
NAPLES, FLORIDA 34102
(841) 849-8200

TELECOPIER (841) 848-8140

J. THOMAS CONROY, III
BOARD CERTIFIED REAL ESTATE LAWYER
DAVID N. MORRISON

January 27, 1997

FILED
97 JAN 30 PM 1:48
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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-01/30/97--01045--001
*****35.00 *****35.00

Secretary of State
The Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Dissolution / Keewaydin Club, Inc.

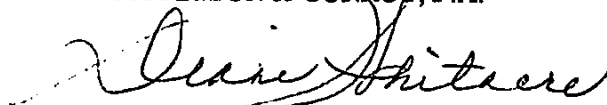
Dear Sir/Madam:

Enclosed please find an original Articles of Dissolution for Keewaydin Club, Inc.
Also enclosed is our check in the amount of \$35.00, your fee for filing these Articles.

Should you have any questions, please feel free to call. Otherwise, your prompt
attention to this matter is appreciated.

Very truly yours,

MORRISON & CONROY, P.A.



Diane Whitacre, Secretary to
J. Thomas Conroy, III

JTC/dw
Encl

Vo/dis

V8 FEB 5 1997

**ARTICLES OF DISSOLUTION
OF
KEEWAYDIN CLUB, INC.**

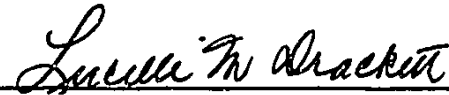
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to Section 607.1401 of the Business Corporation Act of Florida, the undersigned Corporation adopts these Articles of Dissolution.


- FIRST: The name of the Corporation is KEEWAYDIN CLUB, INC.
- SECOND: The dissolution of the Corporation was authorized on December 30, 1996.
- THIRD: The net assets of the Corporation, after winding up, have been distributed to the Shareholders.
- FOURTH: The dissolution was approved by one hundred percent (100%) of the Shareholders of the Corporation which vote was sufficient to approve the dissolution.

KEEWAYDIN CLUB, INC.


Dated: 12/30/96


LUCILLE M. DRACKETT
President and Chairman of the Board of
Directors

Dated: 12/30/96


BARRET C. OTT
Secretary

Dated: 12/30/96

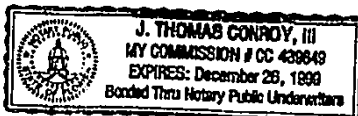

R. CHRISTOPHER OTT
Director

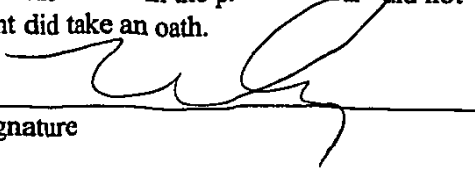
STATE OF FLORIDA

COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this ____ day of _____, 1997 by LUCILLE M. DRACKETT, as President of KEEWAYDIN CLUB, INC., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced _____ (type of identification) as identification and did (did not) take an oath.

NOTE: If a type of identification is not inserted in the blank provided, then the person executing this instrument was personally known to me. If the words in the parenthetical "did not" are not circled, then the person executing this instrument did take an oath.




Signature

(Type or print Name of Acknowledger)

(Title or Rank)

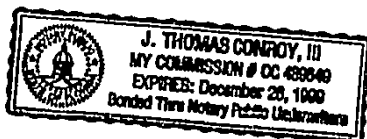
(Serial Number, if any)

STATE OF FLORIDA

COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this ____ day of _____, 1997 by BARRET C. OTT, as Secretary of KEEWAYDIN CLUB, INC., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced _____ (type of identification) as identification and did (did not) take an oath. NOTE:

If a type of identification is not inserted in the blank provided, then the person executing this instrument was personally known to me. If the words in the parenthetical "did not" are not circled, then the person executing this instrument did take an oath.




Signature

(Type or print Name of Acknowledger)

(Title or Rank)

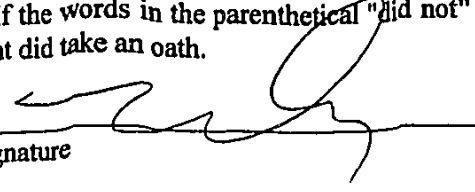
(Serial Number, if any)

STATE OF FLORIDA

COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this ___ day of _____, 1997 by R. CHRISTOPHER OTT, as Director of KEEWAYDIN CLUB, INC., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced _____ (type of identification) as identification and did (did not) take an oath.

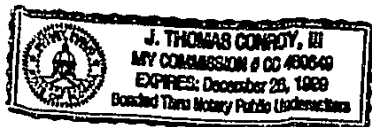
NOTE: If a type of identification is not inserted in the blank provided, then the person executing this instrument was personally known to me. If the words in the parenthetical "did not" are not circled, then the person executing this instrument did take an oath.


Signature

(Type or print Name of Acknowledger)

(Title or Rank)

(Serial Number, if any)



Corp\Keewaydin.Dissolution