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TAXATION
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ESTATE PLANNING & ADMINISTRATION

(813) 251-8659
FAX (813) 254-6153

C-509

Dissolution

12/31 December 26, 2001

MJM

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*****25.00 *****25.00

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Re: Celadon Institute, LLC

Dear Sir or Madam:

Enclosed herewith is an original and one copy each of the Articles of Dissolution and Unanimous Written Agreement of Members for the above-referenced limited liability company. We have also enclosed our check in the amount of \$25 to cover the filing fee.

We would appreciate your filing the above documents, date stamp the enclosed copies and returning them to our office. Thank you for your assistance in this matter.

Very Truly Yours,

Randell Miller

Randell Miller

RM/ct

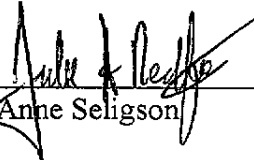
Enclosures: Check - \$25
cc: Jeff Redfield

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

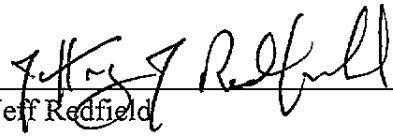
**ARTICLES OF DISSOLUTION
FOR A FLORIDA LIMITED LIABILITY COMPANY**

1. The name of the limited liability company is CELADON INSTITUTE, LLC
2. The effective date of the limited liability company dissolution shall be on December 31, 2001.
3. The limited liability company is being dissolved upon the written consent of all of the members of the limited liability company pursuant to Florida Statute §608.441(1)(c).
4. All debts, obligations, and liabilities of the limited liability company have been paid or discharged.
5. All remaining property and remaining assets have been distributed among its members in accordance with their respective rights and interests.
6. There are no suits pending against the company in any court.

The undersigned representing all of the members of Celadon Institute, Inc. have executed these Articles of Dissolution on the dates indicated hereinbelow.



Julie Anne Seligson
Date: 12/20/2001



Jeff Redfield
Date: 12-20-2001

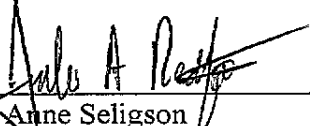
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**UNANIMOUS WRITTEN AGREEMENT
OF MEMBERS OF CELADON INSTITUTE, LLC
TO DISSOLVE THE LIMITED LIABILITY COMPANY**

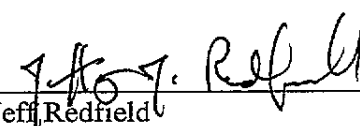
We, the undersigned, being all of the members of Celadon Institute, LLC a Florida limited liability company, agree to the voluntary dissolution of the company and authorize and direct Julie Anne Seligson to take all steps necessary or appropriate to dissolve the limited liability company pursuant to Sections 608.441 – 608.447 of the Florida Limited Liability Company Act.

The undersigned representing all of the members of Celadon Institute, LLC have executed these Articles of Dissolution on the dates indicated hereinbelow.



Julie Anne Seligson

Date: 12-20-01



Jeff Redfield

Date: 12-20-2001