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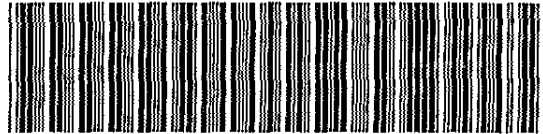
(Business Entity Name)

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN DEC 22 2003

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TALLAHASSEE, FLORIDA

Writer's E-Mail: HWebre@gcjlaw.com

December 10, 2003

VIA FEDERAL EXPRESS

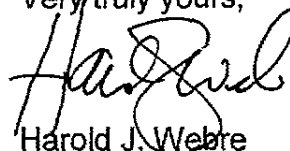
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: U.S. Capital Partners II, Ltd. and U.S. Hotel Management, L.L.C.

Dear Sir or Madam:

Please find enclosed the original, executed Certificate of Cancellation and Articles of Dissolution for the above entities. Also enclosed is a check payable to Florida Department of State for \$160.00 for the filing fees and certified copies. If you require anything further, you may contact me at 239-435-3535.

Very truly yours,


Harold J. Webre

HJW/kab

cc:

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

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TALLAHASSEE, FLORIDA

1. The name of the limited liability company is U.S. HOTEL MANAGEMENT, L.L.C.

2. The effective date of the limited liability company's dissolution is Upon filing of these Articles

3. A description of the occurrence that resulted in the limited liability company's dissolution pursuant to
Section 608.441, Florida Statutes, (copy of 608.441 on back of cover letter).

The Company has ceased doing business, has wound up its affairs, and all Members have
consented in writing to the dissolution.

4. **CHECK ONE:**

- ☒ All debts, obligations and liabilities of the limited liability company have been paid or discharged.
-OR-
☐ Adequate provision has been made for the debts, obligations and liabilities pursuant to s. 608.4421.

5. All remaining property and assets have been distributed among its members in accordance with their
respective rights and interests.

6. **CHECK ONE:**

- ☒ There are no suits pending against the company in any court.
-OR-
☐ Adequate provision has been made for the satisfaction of any judgment, order or decree, which may
be entered against it in any pending suit.

Signatures of the members having the same percentage of membership interests necessary to approve the
dissolution:

Signature

Typed or Printed name

Gulf Shore Investments, Inc., a Florida corporation

By: 

Rainer N. Filthaut, its President

Oakbrook Hotels & Resorts, L.L.C., a Delaware limited liability company

By: 

David A. McArdle, member

Filing Fee: \$25.00