

Nov-28-2002 10:06

From-BAKER & HOSTETTLER LLP

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DIVISION OF CORPORATIONS

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LO2-4403

LIMITED LIABILITY DISSOLUTION

LAKE NONA GOLF RESORTS, LLC

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T-148 P.002/004 F-203
Baker & Hostetler LLP
200 S. Orange Avenue, Suite 230
Orlando, FL 32801
(407) 649-4000


**ARTICLES OF DISSOLUTION
OF
LAKE NONA GOLF RESORTS, LLC**

These Articles of Dissolution are filed pursuant to Sections 608.441 and 608.446 of the Florida Limited Liability Company Act, and provide as follows.

1. The name of the limited liability company is Lake Nona Golf Resorts, LLC (the "Company").
2. The sole Member of the Company authorized the dissolution of the Company pursuant to a Members Action by Written Consent dated November 15, 2002, and such unanimous consent was sufficient for approval of the dissolution.
3. All liabilities and obligations of the Company have been paid or discharged, or adequate provision has been made therefor.
4. All remaining property and assets of the Company have been distributed to its Members in accordance with their respective rights and interest.
5. There are no actions pending against the Company in any Court.
6. Dissolution of the Company shall be effective on the date these Articles of Dissolution are filed by the Secretary of State.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution this 22 day of November, 2002

LAKE NONA PROPERTY HOLDINGS, LLC,
A Florida limited liability company, as sole
member of the Company

By: 
Printed Name: JEFFERSON R VOSS
As its: MANAGER

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CLERK OF THE COURT
JUDICIAL CIRCUIT IN AND FOR
THE STATE OF FLORIDA

**LAKE NONA GOLF RESORTS, LLC
MEMBERS ACTION BY
UNANIMOUS WRITTEN CONSENT IN LIEU OF SPECIAL MEETING**

Pursuant to the authority of Section 608.4231 of the Florida Limited Liability Company Act, the undersigned, constituting the sole Member of Lake Nona Golf Resorts, LLC, a Florida limited liability company (the "Company"), does hereby affirmatively vote for, consent to, adopt and approve the following resolutions by written consent:

WHEREAS, the Sole Member deems it to be in the best interest of the Company to voluntarily dissolve the Company; and

WHEREAS, the Sole Member of the Company has recommended that the Company be voluntarily dissolved; and

WHEREAS, the Sole Member of the Company deems it to be in the best interest of the Company to voluntarily dissolve the Company and to proceed with the winding up and liquidating of the Company's business affairs.

NOW, THEREFORE, BE IT RESOLVED, that the Sole Member of the Company does hereby authorize and approve: (i) the execution and delivery by the Company of the Articles of Dissolution (the "Articles") to the Florida Department of State in the form attached hereto as Exhibit "A"; and (ii) the consummation of all transactions provided for and contemplated in the Articles, as applicable; and it is

FURTHER RESOLVED, that the Sole Member of the Company, together with such other authorized agents of the Company as are designated, are hereby authorized, empowered and directed in the name and on behalf of the Company, to make, enter into, execute and deliver with and to all appropriate parties, all such agreements or documentation necessary to dissolve the Company; and it is

FURTHER RESOLVED, that the Sole Member of the Company, together with such other authorized agents of the Company as are designated, are hereby authorized and instructed to take or cause to be taken any other actions they deem necessary or appropriate to effect to wind up and liquidate the Company's business affairs; and it is

FURTHER RESOLVED, that the Sole Member of the Company, be, and is hereby, authorized, directed and empowered, by and on behalf of the Company, to perform all acts, execute, acknowledge, deliver, file and record all papers and documents, and to do any and all such other things which it deems necessary or desirable, in its sole

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discretion, to carry into effect all of the intents and purposes of the foregoing recitals and resolutions.

Execution of this certificate by the undersigned, being the Sole Member of the Company, waives any requirement of a formal meeting or formal notice to conduct the business referred to herein.

Executed effective as of the 15th day of November, 2002.

LAKE NONA PROPERTY HOLDINGS, LLC,
a Florida limited liability company, Sole
Member

By: 
As its: MANAGER

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