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Division of Corporations

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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

LIMITED LIABILITY DISSOLUTION

XANTHUS HIGHER EDUCATION LOAN PROGRAM, LLC

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ARTICLES OF DISSOLUTION
OF XANTHUS HIGHER EDUCATION LOAN PROGRAM, LLC

2005 DEC 30

SECRETARY
TALLAHASSEE

The undersigned, BRG Investments, Inc., JAZ Investments, Inc. and RAO Investments, Inc., each a Florida corporation, certify that they are the members of Xanthus Higher Education Loan Program, LLC, a Florida limited liability company (the "Company"), and further certify each of the matters hereafter set forth is correct and complete:

1. The legal name of the Company is Xanthus Higher Education Loan Program, LLC.
2. The effective date of the Company's dissolution shall be December 31, 2005.
3. The Company is being dissolved pursuant to Section 608.441(1)(b), Florida Statutes, the Company's Operating Agreement permitting the dissolution of the Company upon a determination by the holders of a majority of the Company's issued and outstanding membership interests that the Company should be dissolved, and the holders of membership interests representing sufficient votes to authorize such action having made such determination pursuant to written action, dated December 31, 2005.
4. All debts, obligations and liabilities of the Company have been paid or discharged, or adequate provision has been made therefore pursuant to Section 608.4421, Florida Statutes.
5. All remaining property and assets of the Company 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.

WHEREFORE, the undersigned, being members owning the percentage of membership interests necessary to approve the Company's dissolution, request the Secretary of State, upon being satisfied that all statutory requirements have been complied with, to file these Articles of Dissolution in accordance with Section 608.446, Florida Statutes.

DATED: December 31, 2005.

BRG Investments, Inc.

By: /s/ Brian R. Green
Brian R. Green, President

JAZ Investments, Inc.

By: /s/ James A. Zach
James A. Zach, President

RAO Investments, Inc.

By: /s/ Raymond A. Otis
Raymond A. Otis, President

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