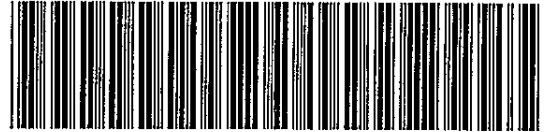


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¹⁰³¹
The Exchange Experts LLC
Setting the Standard for Exchange Security

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

1. The name of the limited liability company is Quiet River Pass, LLC

2. The effective date of the limited liability company's dissolution is September 25, 2004

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).

Real Estate sold in the state of Florida, no further intent to do business

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

Quiet River Pass, LLC

by: Hill of Dawn Investments, LLC

Its sole Member

by: Michael Floranto, Corporate Counsel



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STATE OF FLORIDA
TALLAHASSEE COUNTY

Filing Fee: \$25.00