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SECRETARY (FALLE)

KEATING & SCHLITT, P.A.

Attorneys and Counselors at Law

JOHN KINGMAN KEATING jkk@keatlaw.com
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749 North Garland Avenue, Suite 101 Orlando, Florida 32801

> TELEPHONE: 407.425.2907 FACSIMILE: 407.843.8964

REAL PROPERTY

BUSINESS LAW

October 4, 2005

Department of State Division of Corporations Corporate Filings P. O. Box 6327 Tallahassee, FL 32314

RE: BA Ivanhoe Mixed Use, LLC

Dear Sir or Madam:

Enclosed, please find an original Articles of Dissolution for the above-referenced matter. Also enclosed is our company check #7025, in the amount of \$25.00 as payment for the filing fee.

Please contact me should you have any questions, or comments, or require anything further. Thank you.

Very truly yours,

Mora Matos

Paralegal(

/nbm

Enclosures

TILL TO WIS

ARTICLES OF DISSOLUTION

OF

BA IVANHOE MIXED USE, LLC

The undersigned, being the duly elected Managing Member of BA Ivanhoe Mixed Use, LLC, a Florida limited liability company (the "Company"), for the purpose of dissolving the Company pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Dissolution, and does hereby agree and certify as follows:

- 1. The name of the Company is BA Ivanhoe Mixed Use, LLC.
- 2. The effective date of dissolution of the Company is September 30, 2005.
- 3. The Company is hereby dissolved in accordance with the written consent of all of the members of the company pursuant to Section 608.441, Florida Statutes.
- 4. All debts, obligations, and liabilities of the Company have been paid or discharged, or adequate provision has been made therefor pursuant to Section 608.4421, Florida Statutes.
- 5. All remaining property and assets owned by 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.

DATED this 30 day of September, 2005.

By: Real Estate Inverlad USA Management,

LLC, a Florida limited liability company, as its Managing Member

By: Chaney B. Gordy, Jr.

As its Managing Member

STATE OF FLORIDA COUNTY OF ORANGE

I HEREBY CERTIFY, as an officer duly authorized to take acknowledgments and oaths in the State and County aforesaid, that at the execution of this instrument on the date set forth below, Chaney B. Gordy, Jr., personally appeared before me, as Managing Member of Real Estate Invertad USA Management, LLC, a Florida limited liability company, as Managing

day of September, 2005.

Notary Public Signature (PLACE NOTARY NAME & SEAL IMMEDIATELY BELOW)

Nora B. Matos Commission #DD181213 Expires: Jan 30, 2007

Bonded Thru Atlantic Bonding Ca., Inc.

SECRETARY OF STATE