

LD4D000037386

Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6383

From:

Account Name : THE ST. JOE COMPANY
Account Number : I200000000110
Phone : (904) 301-4460
Fax Number : (904) 301-4660

LLC DISS/WITH OR REV DISS

OVERLOOK I & II, LLC

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$55.00

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EXAMINER

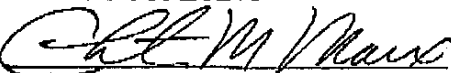
**ARTICLES OF DISSOLUTION
OF
OVERLOOK I & II, LLC**

Pursuant to Section 608.445, Florida Statutes, Overlook I & II, LLC, a Florida limited liability company (the "Company") submits the following Articles of Dissolution:

- FIRST: The name of the limited liability company as currently filed with the Department of State: Overlook I & II, LLC
- SECOND: The document number of the limited liability company: L04000037386.
- THIRD: The date dissolution was authorized: December 20, 2007.
- FOURTH: A description of the occurrence that resulted in the limited liability company's dissolution pursuant to section 604.441, Florida Statutes: the Company sold all of its assets and is no longer transacting business.
- FIFTH: All debts, obligations and liabilities of the Company have been paid or discharged.
- SIXTH: All remaining property and assets of the Company have been distributed to its member in accordance with its rights and interests.
- SEVENTH: There are no suits pending against the Company in any court.
- EIGHT: These articles will be effective upon filing with the Florida Secretary of State.

DATE: December 21, 2007

SOLE MEMBER:
THE ST. JOE COMPANY

By: 
Christine M. Marx, Esq.
General Counsel and Corporate Secretary

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**OVERLOOK I & II, LLC
WRITTEN CONSENT OF THE SOLE MEMBER**

The undersigned, being the sole member of Overlook I & II, LLC, a Florida limited liability company (the "Company"), hereby consents to and approves the following actions taken and resolutions adopted without a meeting, all in accordance with the Company's Operating Agreement and the Florida Limited Liability Company Act, as amended:

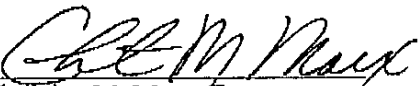
RESOLVED, that the Company shall dissolve its corporate existence effective upon filing Articles of Dissolution with the Florida Secretary of State.

RESOLVED, that the sole member or any officer of the Company shall file the Articles of Dissolution and any terminations of certificates of authority with the appropriate governing authorities.

RESOLVED, that the appropriate officers of the Company are hereby authorized to take any and all actions and execute and deliver any and all documents necessary, desirable, or appropriate in furtherance of the foregoing resolutions, and any such actions taken or documents executed and delivered prior to the date hereof are hereby ratified and approved.

Date: December 20, 2007.

**SOLE MEMBER:
THE ST. JOE COMPANY**

By: 
Christine M. Marx, Esq.
General Counsel and Corporate Secretary

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