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Division of Corporations

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LLC DISS/WITH OR REV DISS

HIDDEN PALMS, LLC

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**ARTICLES OF DISSOLUTION
OF
HIDDEN PALMS, LLC**

Hidden Palms, LLC, a limited liability company organized under the laws of the State of Florida (the "Company"), having taken action to dissolve under the provisions of Section 608.441, Florida Statutes, hereby submits these Articles of Dissolution for filing with the Florida Department of State.

1. The name of the Company is:

Hidden Palms, LLC

2. The effective date of the Company's dissolution is upon the filing of these articles with the Florida Department of State.

3. Pursuant to Section 608.441(1)(c), Florida Statutes, the Company is dissolved by written consent of all of its members.

4. All debts, obligations, and liabilities of the Company have been paid or discharged.

5. All remaining property and assets have been distributed among the Company's members in accordance with their respective rights and interests.

6. There are no suits pending against the Company in any court.

In witness whereof, the members have executed these Articles of Dissolution this 7th day of February 2006.

FINERGY, LLC

BY:


Innocenzo Gagliardi
As its Manager

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06 FEB -9 AM 10:40
STATE
OF FLORIDA

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**ACTION BY WRITTEN CONSENT
OF
THE MEMBERS OF
HIDDEN PALMS, LLC**

Effective as of February 7, 2006, the undersigned, being all of the members of Hidden Palms, LLC, a Florida limited liability company (the "Company"), consent to the following actions of the Company pursuant to Section 608.4231(8), Florida Statutes.

1. The Company is hereby dissolved and terminated, in accordance with Article 8 of the Operating Agreement of the Company and Section 608.441, Florida Statutes.

2. The Company hereby adopts the "Plan of Termination and Dissolution," a copy of which is attached hereto as Exhibit A (the "Plan"). The Company shall terminate and dissolve in accordance with the Plan.

3. Notice of this action shall be given as provided by law.

FINERGY, LLC

BY:

Innocenzo Gagliardi
As its Manager

STATE
OFFICE
TALLAHASSEE, FLORIDA

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Exhibit A

**Plan of Termination and Dissolution
of
HIDDEN PALMS, LLC**

This Plan of Termination and Dissolution of Hidden Palms, LLC, a Florida limited liability company (the "Company"), was adopted by the members of the Company by written consent on February 7, 2006, in accordance with Section 608.4231(8), Florida Statutes. The Company shall be terminated and dissolved according to the following Plan:

1. Effective February 7, 2006, the Company is dissolved in accordance with Section 608.441, Florida Statutes and Article 8 of the Operating Agreement of the Company. The Company shall proceed to wind up its affairs.
2. There are no known assets nor known liabilities of the Company.
3. The members of the Company shall proceed immediately with the voluntary dissolution of the Company under the laws of the State of Florida, and may withdraw the company from qualification of any other state whenever she deems such action appropriate.
4. The members of the Company are authorized, empowered and directed to execute and file all documents, which she may deem necessary or advisable to carry out the purposes and intentions of this plan, including Articles of Dissolution under the laws of the State of Florida.
5. The members of the Company are authorized, empowered and directed to do any and all things in the Company's name and behalf, which she may deem necessary or advisable in order to carry out the purposes and intentions of this plan. The members shall be held harmless by the company for any action under this plan taken in good faith, and any expense of liability so incurred by it shall be that of the company.

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