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L18774

April 20, 1999

Division of Corporations
Florida Secretary of State
P. O. Box 6327
Tallahassee, FL 32314

RE: Stonemark Apartments II, Inc.

Ladies/Gentlemen:

Enclosed are an original and one copy of a fully executed Articles of Dissolution for Stonemark Apartments II, Inc., together with check No. 160 in the amount of \$35 for the filing fee. Please file this document and return a stamped copy to us in the enclosed envelope.

Thank you for your attention to this matter.

Very truly yours,

Jill M. Lager
Jill M. Lager, CLS, CFLA

Encs.

Stonemark.Dir\SecState.FL

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF DISSOLUTION
[Florida]

STONEMARK APARTMENTS II, INC.

(FS §§ 607.1402; 607.1403)

1. The name of the corporation is: **Stonemark Apartments II, Inc.**
2. These Articles of Dissolution are effective immediately upon filing.
3. Dissolution was approved by the Shareholders. The number of votes cast by the shareholders was sufficient for approval.

Signed this 14TH day of April, 1999.

STONEMARK APARTMENTS II, INC. a
Florida corporation

By: _____

Larry E. Wright, President

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TALLAHASSEE, FLORIDA