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Goodman & Breen

ATTORNEYS AT LAW

Dorothy M. Breen' Nancy J. Gibbs Kenneth D. Goodman*

*Board Certified Attorney in Wills, Trusts & Estates Law 3838 Tamiami Trail North, Suite 300 Naples, Florida 34103 (941) 403-3000 Fax (941) 403-0010

44-201

April 26, 2000

Florida Department of State Division of Corporations 409 East Gaines Street Tallahassee, Florida 32399

Re: Empire/Pelican Marsh, L.L.C.

Dear Sir:

Enclosed for the above-referenced corporation are the Articles of Dissolution and a check in the amount of \$52.50, representing the appropriate filing fees, payable to the Florida Department of State. Please have the Articles filed expeditiously.

Please notify the undersigned upon completion of the above by returning the enclosed Articles, file stamped. If for any reason the above is not acceptable for filing, please advise the undersigned by telephone at (941) 403-3000.

Thank you for your assistance in this matter.

Sincerely,

Manetta Osburn, Assistant to Kenneth D. Goodman

U. Osburn

Enclosure

cc: Mr. Rick Melson

EMPIRE/PELICAN MARSH, L.L.C. ARTICLES OF DISSOLUTION

Pursuant to the provisions of Sections 608.441 of the Florida Limited Liability Company Act, the undersigned files the following Articles of Dissolution for the purpose of dissolving:

ARTICLE I

The name of the limited liability company is:

EMPIRE/PELICAN MARSH L.L.C.

ARTICLE II

The effective date of the dissolution of Empire/Pelican Marsh L.L.C. shall be the date of issuance of the certificate of dissolution.

ARTICLE III

Pursuant to section 608.441(b), attached is the written consent of the sole member of the limited liability company.

ARTICLE IV

All debts, obligations, and liabilities of the limited liability company have been paid or discharged.

ARTICLE IV

All remaining property and assets have been distributed to the sole member of the limited liability company.

ARTICLE IV

There are no suits pending against the limited liability company in any court.

Dated this _____ day of April, 2000.

EMPIRE/PÉLICAN MARSH, L.L.C.

By:

Rick Melson, Member

STATE OF FLORIDA COUNTY OF COLLIER

EXPIRES MAY 27, 20 BOND TO THROUGH ADVANTAGE NOTARY

The foregoing instrument was acknowledged before me this 24 day of April, 2000, by Rick Melson, as the sole member, on behalf of the limited liability company. He is 24 personally known to me or 4 has produced a driver's license as identification and did take an oath.

NOTARY PUBLIC:

Sign

Print

State of Florida at Large

My Commission Expires: 5/27/03

EMPIRE/PELICAN MARSH, L.L.C.

Consent of Member

Pursuant to the provisions of Section 608.441 of the Florida Limited Liability Company Act, the undersigned, being the sole member of Empire/Pelican Marsh, L.L.C., a Florida limited liability company, (the "Company"), hereby consents to the dissolution of the company.

EXECUTED this day of April, 2000.

Rick Melson