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To:
Division of Corporations
Fax Number : (850) 922-4000

From:
Account Name : QUARLES & BRADY LLP
Account Number : I200000000067
Phone : (941) 262-5959
Fax Number : (941) 434-4999

FILED
00 OCT 11 PM 1:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DISSOLUTION

ARLINGTON LAKES OF NAPLES, INC.

RECEIVED
00 OCT 11 PM 12:28
DIVISION OF CORPORATIONS

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$52.50

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10-11-00

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**ARTICLES OF DISSOLUTION
OF
ARLINGTON LAKES OF NAPLES, INC.**

FILED
OCT 11 PM 1:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1403 of the Florida Business Corporation Act, the undersigned Corporation adopts the following Articles of Dissolution for the purpose of dissolving the Corporation:

1. The name of this Corporation is ARLINGTON LAKES OF NAPLES, INC.
2. The names and respective addresses of the officers of the Corporation are as follows:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Estate of Robert Glenn Brown, F. Joseph McMackin, III, and Bank of America, N.A., Co-Personal Representatives	President, Secretary, and Treasurer	c/o Quarles & Brady LLP 4501 Tamiami Trail North Suite 300 Naples, FL 34103

3. The names and respective addresses of the directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Estate of Robert Glenn Brown, F. Joseph McMackin, III, and Bank of America, N.A. Co-Personal Representatives	c/o Quarles & Brady LLP 4501 Tamiami Trail North Suite 300 Naples, FL 34103

4. Dissolution was authorized on October 4, 2000.
5. The number of votes cast for dissolution was sufficient for approval.
6. Adequate provision has been made for the payment of all of the liabilities and obligations of the Corporation.
7. All the property and assets of the Corporation remaining after the payment of all debts, obligations, and liabilities of the Corporation, have been distributed among its shareholders in accordance with their respective rights and interests.
8. No actions are pending against the Corporation.

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9. The Corporation elected to dissolve by unanimous written consent of its shareholders, and such written consent has been signed by all shareholders of the Corporation. A copy of the written consent is attached to these Articles.

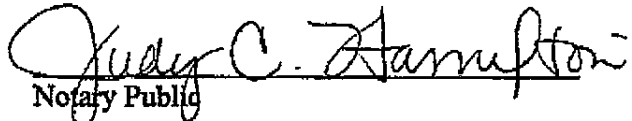
Signed on the A day of October, 2000.

ARLINGTON LAKES OF NAPLES, INC.

By: 
F. Joseph McMackin, III

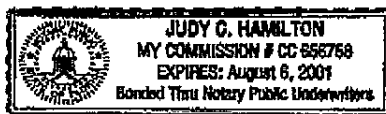
STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 4th day of October, 2000, by F. Joseph McMackin, III, Co-Personal Representative of the Estate of Robert Glenn Brown, President of Arlington Lakes of Naples, Inc., on behalf of the Corporation. F. Joseph McMackin, III is (X) known to me or () presented _____ as identification.


Notary Public

(SEAL)

My Commission Expires:



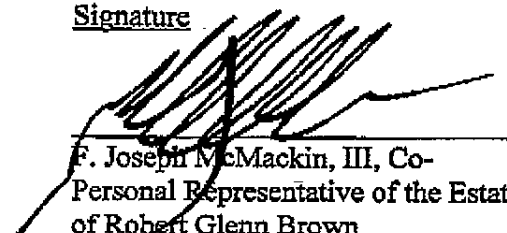
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**UNANIMOUS WRITTEN CONSENT OF SHAREHOLDERS
TO VOLUNTARY DISSOLUTION
OF
ARLINGTON LAKES OF NAPLES, INC.**

The undersigned, being the sole shareholder of ARLINGTON LAKES OF NAPLES, INC., a Florida corporation, consents to the voluntary dissolution of the Corporation and authorizes and directs the appropriate officers of the Corporation to take all steps necessary or appropriate to carry out the intent of this resolution.

In assent to the above, the undersigned stockholder has signed and dated the signing opposite the number of shares of the Corporation held by the stockholder of record on such date.

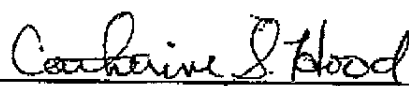
SignatureDateNumber of Shares

F. Joseph McMackin, III, Co-
Personal Representative of the Estate
of Robert Glenn Brown

Oct 4 2000

100

BANK OF AMERICA, N.A., Co-
Personal Representative of the Estate
of Robert Glenn Brown



By: Catherine S. Hood
Its: Vice President

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