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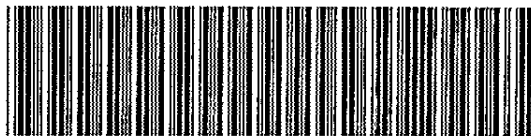
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February 20, 2004

Amendment Section  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: South Bear Pointe, Inc.  
Document No.: P01000121352

Dear Sir/Madam:

Enclosed for filing are the original executed Articles of Dissolution for the above-referenced corporation. Also enclosed is this firm's check in the amount of \$35.00 for payment of the filing fee. Please provide a letter of acknowledgment to me at the address given above.

If you have any questions or require any additional information, please do not hesitate to call me.

Sincerely,



H. Adam Airth, Jr.

HAA/clc

Enclosure

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**FILED**

**ARTICLES OF DISSOLUTION  
FOR  
SOUTH BEAR POINTE, INC.**

04 FEB 23 PM 1:44

CLERK OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1403, Florida Statutes, this Florida corporation submits the following articles of dissolution :

- FIRST: The name of the corporation is SOUTH BEAR POINTE, INC.
- SECOND: The document number of the Corporation is P01000121352.
- THIRD: The dissolution was authorized on 2/19, 2004
- FOURTH: The dissolution was unanimously approved the shareholders of the Corporation.

Executed effective this 19 day of FEB., 2004.

By Thomas E. Oakley  
Thomas E. Oakley, as President of  
South Bear Pointe, Inc.

UNANIMOUS WRITTEN CONSENT TO RESOLUTIONS  
IN LIEU OF MEETING OF THE SHAREHOLDERS OF  
SOUTH BEAR POINTE, INC.

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Pursuant to the authority contained in Section 607.0704 and 607.1402(6), Florida Statutes, the adoption of the following resolutions is consented to by the undersigned, who are all of the shareholders of SOUTH BEAR POINTE, INC., a Florida corporation (the "Corporation"):

**WHEREAS**, the Corporation's shareholders believe that it is in the best interest of the Corporation that the Corporation be dissolved and liquidated.

**NOW, THEREFORE**, the shareholders of the Corporation hereby adopt the following resolutions:

**RESOLVED**, that the Corporation be dissolved and liquidated.

**FURTHER RESOLVED**, that the President of this Corporation is authorized, empowered and directed to wind up the affairs of the Corporation.

**FURTHER RESOLVED**, that the President of this Corporation is authorized to sell or otherwise liquidate any and all of the properties of the Corporation which in his judgement should be sold or liquidated to facilitate the complete liquidation and dissolution of the Corporation.

**FURTHER RESOLVED**, that the President of this Corporation is authorized to pay or provide for the Corporation's liabilities, and establish a reserve in a reasonable amount to meet known, estimated, unascertained or contingent liabilities and expenses, to the extent such a reserve is deemed necessary or appropriate, or to otherwise provide for creditors.

**FURTHER RESOLVED**, that the President of this Corporation is authorized, to distribute the net assets of the Corporation, including the proceeds from the sale of any such assets, to the shareholders of this Corporation in complete liquidation of the Corporation and in cancellation of the shares owned by the shareholders.

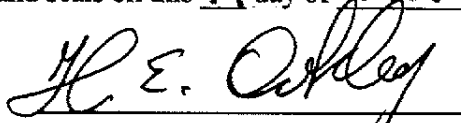
**FURTHER RESOLVED**, that the filing of the Articles of Dissolution with the Secretary of State of the State of Florida is hereby ratified and approved, a copy of the Articles of Dissolution attached hereto as Exhibit A.


**FURTHER RESOLVED**, that the actions in the foregoing resolutions providing for the complete liquidation of the Corporation and the distribution of its assets be completed as soon as practicable.

**FURTHER RESOLVED**, that the Corporation has no known liabilities, that its know assets have been fully distributed to its shareholders prior to the adoption of these resolutions, that the payment of liabilities and distribution of assets is hereby ratified and approved, and that the purpose of these resolutions is to formalize the Corporations's liquidation and authorize the filing of a voluntary dissolution with the Florida Secretary of State.

**FURTHER RESOLVED**, that the President of the Corporation is authorized to pay all such fees and taxes and to do or cause to be done such other acts and things as he may deem necessary or proper in order to carry out the liquidation and dissolution of the Corporation and to fully effectuate the purposes of the foregoing resolutions.

**IN WITNESS WHEREOF**, the undersigned, being all of the shareholders of the Corporation have hereunto set their hands and seals on this 19 day of FEBRUARY, 2004.

  
Thomas E. Oakley, Shareholder

  
Wade H. Walker, Shareholder