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To:
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From: Kathleen M. Walking
Account Name : CNL FINANCIAL GROUP, INC.
Account Number : 113615003626
Phone : (407) 650-1000
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DIVISION OF CORPORATIONS

DISSOLUTION

CNL FIRST CORP. II

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF VOLUNTARY DISSOLUTION
OF
CNL FIRST CORP. II

I, Robert A. Bourne, President of CNL FIRST CORP. II, hereby certify as follows:

1. The name of the Corporation is CNL FIRST CORP. II
2. The dissolution of the Corporation was duly authorized, consented to, and unanimously approved by a Written Consent of the Shareholders and the Board of Directors dated the 25th day of August, 2004. The number of votes cast by the Shareholders of the single class of stock was sufficient for approval.
3. All of the Corporation's liabilities have been paid or provided for.

DATED this 25th day of August, 2004.

CNL FIRST CORP. II

By: 

Robert A. Bourne, President

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TALLAHASSEE, FLORIDA