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Division of Corporations

Fax Number : (850)205-0380

Account Name : CORPORATION SERVICE COMPANY

Account Number : I2000000195

Fax Number : (850)558-1575

DISSOLUTION OR WITHDRAWAL

CNL RETIREMENT DEVELOPMENT CORP.

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ARTICLES OF DISSOLUTION

SECRETARY OF STATE TALLAHASSEE, FLORIDA

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

The name of the corporation as currently filed with the Florida Department of State:
CNL Retirement Development Corp.
The document number of the corporation (if known): P98000086542
The date dissolution was authorized: April 30, 2007
Effective date of dissolution if applicable: (ao more than 50 days after dissolution file date)
Adoption of Dissolution (CHECK ONE)
Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.
Dissolution was approved by of the shareholders through voting groups.
The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:
The number of votes cast for dissolution was sufficient for approval by
(voting group)
ignature: (By a director, president or other officer-if directors or officers have not been selected, by an incorporator - if in the hubds of a receiver, trustee, or other court appointed fiduciary, hy that fiduciary)
Brian J. Mans
(Typed or printed name of parson signing)
Senior Vice President

Filing Fee: \$35