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ATTORNEYS AT LAW

" Founded 1925 "

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August 21, 2000

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: **THREE STARS OF VENICE, INC.**

Dear Sir/Madam:

We enclose on behalf of our client, Three Stars of Venice, Inc., an original and a copy of Articles of Dissolution. Please file these articles as quickly as possible. Then, using the enclose copy, please provide a certified copy and return it to our office via regular U.S. mail. We also enclose our client's check made payable to "Department of State" in the amount of \$43.75 to cover the filing fees for this transaction.

Thank you, and please contact the undersigned should any problems arise in connection with this filing.

Very truly yours,

Lisa Folis
Lisa Folis
Corporate Paralegal

LAF/encl.-406358

FILED
00 AUG 23 AM 10:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Voldis

T. LEWIS SEP 5 2000

ARTICLES OF DISSOLUTION

FILED
00 AUG 23 AM 10:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

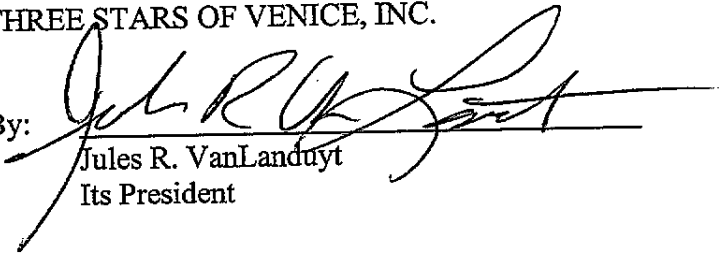
Three Stars of Venice, Inc., a corporation organized under the laws of the State of Florida, having taken action to dissolve under the provisions of Section 607.1402, Florida Statutes, governing voluntary dissolution by consent of the shareholders, hereby files these Articles of Dissolution in accordance with Section 607.1403, Florida Statutes.

1. The name of the corporation is Three Stars of Venice, Inc.
2. Dissolution of the corporation was authorized on August 1, 2000.
3. The number of shares cast for dissolution, or consenting in writing to dissolution, was sufficient for approval.

In witness whereof, I have executed these Articles of Dissolution this ___ day of August, 2000.

THREE STARS OF VENICE, INC.

By:


Jules R. VanLanduyt
Its President