

PHASE III REAL ESTATE SERVICES, INC. / RESORTS MARKETING CORP. II, INC.

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800-5-NAPLES

9301 GULFSHORE DRIVE
NAPLES, FLORIDA 34108
Fax 941-597-7216

941-597-6093
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April 22, 2002

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*****43.75 *****43.75

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Bay & Gulf Properties, Inc.

Enclosed please find the Articles of Dissolution for the above referenced corporation along with check #4955 in the amount of \$43.75 for the filing fee and certified copy.

Please forward all correspondence to Resorts Marketing Corp. II, 9301 Gulfshore Drive, Naples, FL 34108. Our phone number is 239-597-6093.

Thank You!

Beverly Brooks
Bookkeeper

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF DISSOLUTION

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

FIRST: The name of the corporation is: Bay & Gulf Properties, Inc.

SECOND: The date dissolution was authorized: April 22, 2002

THIRD: Adoption of Dissolution (CHECK ONE)

[X] Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

[] Dissolution was approved by vote 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)
Signed this 22nd day of April 2002

Signature Francine Sawicki
(By the Chairman or Vice Chairman of the Board, President, or other officer)

Francine Sawicki
(Typed or printed name)

Vice President, Director
(Title)

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