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Address
Tallahassee, FL 32301 (850)222-1092

City State Zip Phone

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CORPORATION(S) NAME

Estero River Bay Properties, Inc

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- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
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CORPORATION
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TALLAHASSEE, FLORIDA

G. COULLETTE MAR 28 2000

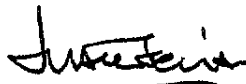
**FLORIDA
ARTICLES OF DISSOLUTION
OF
ESTERO RIVER BAY PROPERTIES, INC.**

Pursuant to section 706.1403, Florida Statutes, Estero River Bay Properties, Inc. submits the following articles of dissolution:

- FIRST:** The name of the corporation is Estero River Bay Properties, Inc.
- SECOND:** The date dissolution was authorized by the unanimous consent of the shareholders and directors of the Corporation is March 30, 2000.
- THIRD:** Adoption of Dissolution (check one)
- (a) Dissolution was approved by the unanimous consent of all of the shareholders. There is only 1 class of stock.
- (b) Dissolution was approved by vote of the shareholders through voting groups.

Executed effective March 30, 2000.

Estero River Bay Properties, Inc.

by: 

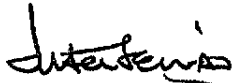
J. Kim Semiao
President

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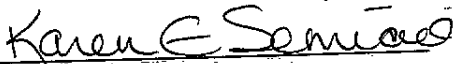
**CONSENT RESOLUTIONS OF THE SHAREHOLDERS AND DIRECTORS
OF
ESTERO RIVER BAY PROPERTTEIS, INC.**

International Group Investments, Inc., as the sole shareholder and J. Kim Semiao and Karen Semiao as the only directors of Estero River Bay Properties, Inc. have unanimously consented to the adoption of the following resolution and have signed this Consent Resolution of the Shareholders and Directors of Estero River Bay Properties, Inc, effective March 30, 2000 in order to evidence their unanimous consent to the following corporate action:

RESOLVED that, the Shareholders and Directors of Estero River Bay Properties, Inc. approve the dissolution of Estero River Bay Properties, Inc. and direct the President of the Company to take such steps as may be necessary to effect its dissolution effective March 30, 2000.

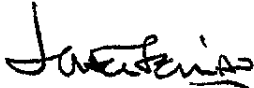


J. Kim Semiao, director



Karen Semiao, director

International Group Investments, Inc.



by: J. Kim Semiao, President