

WATTERSON, HYLAND & KLETT
PROFESSIONAL ASSOCIATION

SCOTT W. ZAPPOLO
ATTORNEY AT LAW

JS0479

FILED

01 SEP 24 PM 12:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 21, 2001
VIA FEDERAL EXPRESS

Department of State
Division of Corporations
Corporate Filings
409 E. Gaines Street
Tallahassee, FL 32399

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*****70.00 *****35.00

Re: Articles of Dissolution, Articles of Amendment and Articles of Incorporation

To Whom It May Concern:

Please find enclosed the following:

1. Affidavit of Steven S. Sorensen (as president of "Waterfront Properties, Inc.");
2. Articles of Dissolution for "Waterfront Properties, Inc.";
3. Articles of Amendment to Articles of Incorporation (changing name of "Waterfront Properties of P.B./Martin Co., Inc." to "Waterfront Properties, Inc."); and
4. Articles of Incorporation for a new corporation, "Waterfront Properties of P.B./Martin Co., Inc." (yes, the same name).

The original "Waterfront Properties of P.B./Martin Co., Inc." and "Waterfront Properties, Inc." were engaged in litigation over a service mark "Waterfront Properties." The result of this litigation is that Mr. Sorensen is relinquishing the company name "Waterfront Properties, Inc." to "Waterfront Properties of P.B./Martin Co., Inc." which is simultaneously changing its corporate name to "Waterfront Properties, Inc." This understanding is set forth in the Affidavit of Steven Sorensen.

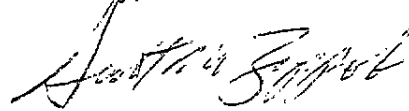
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My client would then like to incorporate a new company and reacquire the corporate name "Waterfront Properties of P.B./Martin Co., Inc." To that end, the Articles of Incorporation for a new corporation are enclosed.

As this is a delicate issue which stems from litigation, please be so kind as to contact me if you have any questions or concerns about any of the foregoing. Also enclosed for your convenience is a return Federal Express pack for return of the evidence of the successful name change and the certified copy of the Articles of Incorporation for the (new) "Waterfront Properties of P.B./Martin Co., Inc." Thank you for your time and attention to this matter.

Sincerely,



Scott W. Zappolo

SWZ:mla

Enclosures (check for Amendment and Dissolution; check for Incorporation)

cc: Geoffrey Jones, Esquire (via fax)

FILED

01 SEP 24 PM 12:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

Waterfront Properties of P.B./Martin Co., Inc.

(same as above)

(present name)

J50479 ?

(Document Number of Corporation (If known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Article I: Delete "Waterfront Properties of P.B./Martin Co., Inc."
and insert "Waterfront Properties, Inc."

This amendment is a change of corporate name only.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: September 13, 2001

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
(voting group)

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 13th day of September, 2001

Signature *Joan Thomson* *its President* *JBT*
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Joan Thomson
(Typed or printed name)
President
(Title)

AFFIDAVIT OF STEVEN S. SORENSEN

STATE OF FLORIDA

COUNTY OF PALM BEACH

ON THIS DAY, personally appeared before me, the undersigned officer duly authorized to administer oaths and take acknowledgments in the State of Florida, STEVEN S. SORENSEN, who, being by me first duly sworn upon his oath, deposes and says:

1. My name is Steven S. Sorensen, and I have personal knowledge of the facts set forth herein.

2. I am the current President, director, and sole shareholder of Waterfront Properties, Inc.

3. Attached hereto are Articles of Dissolution for Waterfront Properties, Inc. and it is my desire that the Florida Secretary of State give same legal effect and recognize said company as being legally dissolved.

4. I am voluntarily giving up the corporate name of "WATERFRONT PROPERTIES, INC." and will not be using the name "WATERFRONT PROPERTIES, INC." now or in the future, with same being effective immediately.

(Continued on Next Page)

5. It is my understanding that the corporate name "WATERFRONT PROPERTIES, INC." will be simultaneously acquired by a corporation currently known as "Waterfront Properties of P.B./Martin Co. Inc." incorporated by Joan Thomson, with said Amendment of Articles of Incorporation submitted simultaneously with the aforementioned Articles of Dissolution.

FURTHER AFFIANT SAYETH NAUGHT.

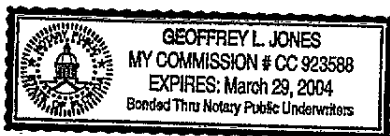
WATERFRONT PROPERTIES, INC.

By: *Steven S. Sorensen*
STEVEN S. SORENSEN, as President

STATE OF FLORIDA

COUNTY OF PALM BEACH

September The foregoing instrument was acknowledged before me this 14th day of ~~August~~, 2001, by Steven S. Sorensen, as President of Waterfront Properties, Inc.



(SEAL)

NOTARY PUBLIC

[Signature]

(Print Name)

My Commission Expires: _____

Personally Known OR Produced Identification

Type of Identification: _____

FILED

01 SEP 24 PM 12:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION

Pursuant to 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: Waterfront Properties, Inc.

SECOND: The filing date of the articles of incorporation was: 01/09/1997

THIRD: (CHECK ONE)

None of the corporation's shares have been issued.

The corporation has not commenced business.

FOURTH: No debt of the corporation remains unpaid.

FIFTH: The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.

SIXTH: Adoption of Dissolution (CHECK ONE)

A majority of the incorporators authorized the dissolution.

A majority of the directors authorized the dissolution.

Signed this 19 day of September, 2001.

Signature

[Signature]
(By the chairman or vice chairman of the board, president, or other officer - if there are no officers or directors, by an incorporator.)

Steven S. Sorensen
(Typed or printed name)

President / D
(Title)