



THE UNITED STATES
CORPORATION
COMPANY

N94000002988

ACCOUNT NO. : 072100000032

REFERENCE : 349003 7111586

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : April 30, 1997

ORDER TIME : 10:25 AM

ORDER NO. : 349003-005

CUSTOMER NO: 7111586

CUSTOMER: Sam D. Norton, Esq
Norton Gurley Hammersley &
Suite 610
1819 Main Street
Sarasota, FL 34236

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-04/30/97--01043--017
*****35.00 *****35.00

DOMESTIC FILINGS

NAME: L'AMBIANCE TRANSITION
COMMITTEE, INC.

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Todd Sterzoy

EXAMINER'S INITIALS:

97 APR 30 PM 1:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA

4/30

Vol Diss
97 APR 30 AM 11:32
RECEIVED
STATE
TALLAHASSEE
FLORIDA

51

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REAL ESTATE LAWYER

**BOARD CERTIFIED
TAX LAWYER

April 29, 1997

Bureau of Corporate Records
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

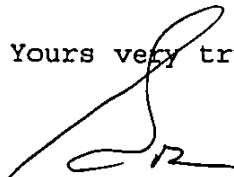
Re: L'Ambiance Transition Committee, Inc.

Dear Sir or Madam:

Enclosed please find original and duplicate of Articles of Dissolution, Plan of Distribution, and Corporate Resolution to Dissolve for the above-referenced Corporation, together with a check in the amount of \$35.00 to cover the cost of filing same.

We would appreciate your returning to us the certified copy of the Articles of Dissolution and related documents via the CIS COURIER.

Yours very truly,



Sam D. Norton
For the Firm

SDN;ss

Enclosures

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ARTICLES OF DISSOLUTION
OF L'AMBIANCE TRANSITION COMMITTEE, INC., A FLORIDA CORPORATION
PURSUANT TO SECTION 617.1403
OF THE FLORIDA STATUTES

FILED
97 APR 30 PM 1:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA

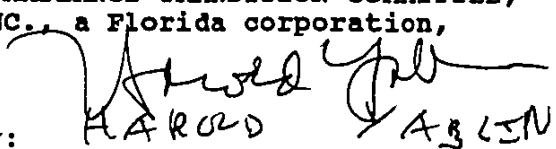
Pursuant to the provisions of Section 617.1403 of the Florida Statutes, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is L'AMBIANCE TRANSITION COMMITTEE, INC., a Florida corporation.
2. The date of the meeting of the members at which the resolution to dissolve was adopted was on April 28th, 1997.
3. The number of votes cast for dissolution was sufficient for approval.
4. The effective date for the corporation's dissolution is April 30, 1997.

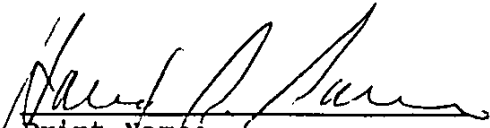
Dated: April 28th, 1997.

L'AMBIANCE TRANSITION COMMITTEE,
INC., a Florida corporation,

By:


HAROLD AGLEN
Print Name: _____
As Its: President

And:


Print Name: _____
As Its: Secretary

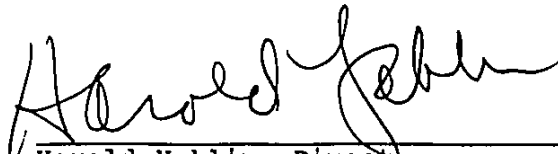
DISSOLUTION OF L'AMBIANCE TRANSITION COMMITTEE, INC.,
A FLORIDA CORPORATION
PURSUANT TO SECTION 617.1403
OF THE FLORIDA STATUTES

PLAN OF DISTRIBUTION

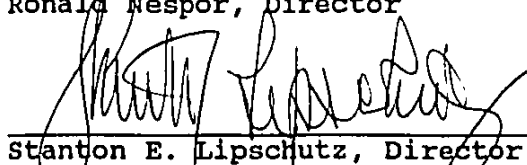
Pursuant to the provisions of Section 617.1406 of the Florida Statutes, the board of directors of the corporation submits the following plan of distribution to be submitted to a vote at a meeting of members:

1. All liabilities and obligations of the corporation be paid and discharged, or adequate provisions be made therefor.
2. Assets held by the corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, be returned, transferred or conveyed in accordance with such requirements.
3. All remaining assets, if any, shall be distributed to L'Ambiance at Longboat Key Club Condominium Association, Inc.

Dated: April 28th, 1997.


Harold Yablin, Director


Ronald Nespor, Director


Stanton E. Lipschutz, Director

**CORPORATE RESOLUTION TO DISSOLVE
L'AMBIANCE TRANSITION COMMITTEE, INC.**

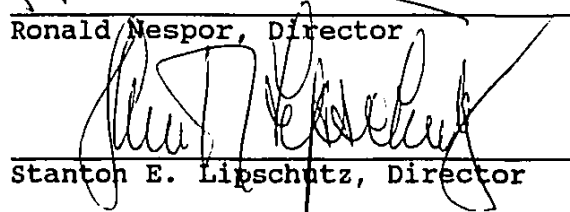
Pursuant to the provisions of Section 617.1402 of the Florida Statutes, the board of directors of the corporation submits the following resolution to dissolve the corporation to be submitted to a vote at a meeting of members:

1. RESOLVED that the corporation shall be dissolved effecting April 30, 1997, and that Articles of Dissolution be prepared for filing with the Department of State.
2. RESOLVED that the plan of distribution approved by the board of directors be approved.

Dated: April 28th, 1997.


Harold Yablin, Director


Ronald Nespor, Director


Stanton E. Lipschutz, Director