

25485

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

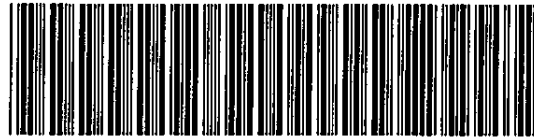
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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03/21/07--01023--019 \*\*52.50

EFFECTIVE DATE  
03-30-07

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2007 MAR 21 PM 1:51

Ps 3/23/07  
Diss

## HOMAR PROPERTIES, INC.

801 Brickell Avenue, Miami, Florida 33131

Telephone: 305/377-6942 ~ Facsimile: 305/377-7800

March 16, 2007

Florida Department of State  
Amendment Section  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

Re: Dissolution of Homar Properties, Inc., a Florida Corporation

Ladies and Gentlemen:

Enclosed are two duly executed and certified copies of the Articles of Dissolution of Homar Properties, Inc. and the Unanimous Written Consent of the Shareholders and Directors of Homar Properties, Inc., authorizing the dissolution of the corporation effective March 30, 2007. Also enclosed is a check payable to the Florida Department of State in the amount of \$52.50, representing the cost of the filing fee, a Certificate of Status and a certified copy of the dissolution documents. A pre-addressed, stamped envelope is enclosed for your convenience.

We hereby request that the dissolution of Homar Properties, Inc. be made effective March 30, 2007. If you have any questions or require additional information or documentation regarding this matter, please contact the undersigned at 305/377-6938.

Thank you for your cooperation.

Sincerely,



Sandra S. Spooner  
Vice President, Secretary-Treasurer

Enclosures, as indicated

**CERTIFICATE**

The undersigned, Sandra S. Spooner, does hereby certify as follows:

1. That I am the duly elected Secretary of HOMAR PROPERTIES, INC., a Florida corporation.
2. Attached hereto is a true and correct copy of the Articles of Dissolution executed on February 28, 2007.
3. Attached hereto is a true and correct copy of a Unanimous Written Consent of the Shareholders and Directors of Homar Properties, Inc. executed on February 28, 2007, authorizing the officers of Homar Properties, Inc. to take the requisite actions to dissolve Homar Properties, Inc.
4. I further certify that the attached documents have not been rescinded or modified.

Dated this 16th day of March 2007.

  
Sandra S. Spooner, Secretary

(SEAL)

## 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 as currently filed with the Florida Department of State:

HOMAR PROPERTIES, INC.

EFFECTIVE DATE  
03-30-07

SECOND: The document number of the corporation (if known): \_\_\_\_\_

THIRD: The date dissolution was authorized: February 28, 2007

Effective date of dissolution if applicable: March 30, 2007  
(no more than 90 days after dissolution file date)

FOURTH: Adoption of Dissolution (CHECK ONE)

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

☐ Dissolution was approved by 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

The unanimous vote of all 50 shares of common stock issued  
and outstanding /  
(voting group)

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Signature: Michael Weintraub  
(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary)

MICHAEL WEINTRAUB

\_\_\_\_\_  
(Typed or printed name of person signing)

President

\_\_\_\_\_  
(Title of person signing)

Filing Fee: \$35

**UNANIMOUS WRITTEN CONSENT OF  
THE SHAREHOLDERS AND DIRECTORS OF  
HOMAR PROPERTIES, INC.**

**Dated February 28, 2007**

**The Hortense Weintraub Irrevocable Trust FBO Joanne Gauntt, the Hortense Weintraub Irrevocable Trust FBO Miles Gauntt, and Michael Weintraub**, being the shareholders of **HOMAR PROPERTIES, INC.**, a Florida corporation (the "Corporation"), and **Michael Weintraub, Miles Gauntt and Sandra S. Spooner**, being all of the members of the Board of Directors of the Corporation, pursuant to the provisions of Sections 607.0704 and 607.0821 of the Florida Business Corporation Act, do hereby waive all formal requirements, including the necessity of holding a formal meeting, and any requirements that notice of such meeting be given, and do hereby adopt, approve and consent that when all of the directors and the shareholders have signed this consent or an exact counterpart hereof, each of which counterparts when taken together shall constitute but one and only one consent, the resolutions set forth below shall be deemed to have been adopted to the same extent and with the same force and effect as if adopted at a formal meeting of the shareholders and the Board of Directors, respectively, of the Corporation, duly called and held for the purpose of acting upon proposals to adopt such resolutions.

**WHEREAS**, the Board has recommended to the shareholders that it is in the best interests of all parties to dissolve the Corporation; and

**WHEREAS**, the Board and the shareholders believe that it is in the best interests of the Corporation to dissolve the Corporation, and to approve, ratify, confirm, consent to and adopt the execution and delivery by the Corporation of the Articles of Dissolution of the Corporation substantially in the form of Exhibit A, attached hereto and made a part hereof, and any related agreements necessary to effect the same;

**NOW THEREFORE, BE IT RESOLVED**, that the dissolution of the Corporation in accordance with the provisions of Section 607.1402-3 of the Florida Statutes is hereby ratified, confirmed and approved in all respects effective on or before March 30, 2007; and it is further

**RESOLVED**, that the proper officers of the Corporation be, and they hereby are authorized, empowered and directed to execute and deliver in the name of and/or on behalf of the Corporation the Articles of Dissolution of the Corporation to the Secretary of the State of Florida; and it is further

**RESOLVED**, that upon the filing of the Articles of Dissolution of the Corporation, the appropriate officers of the Corporation be, and they hereby individually are, authorized, empowered and directed to collect the assets, dispose of any properties for the discharge of the liabilities, distribute its remaining property, and do every other act necessary to wind up and liquidate the business and affairs of the Corporation, and it is further

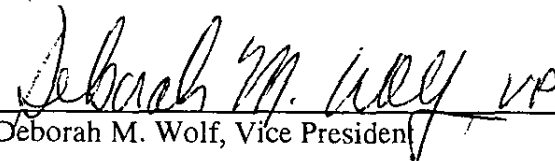
**RESOLVED**, that in addition to and without limiting the foregoing, the appropriate officers of the Corporation be, and each of them hereby is, authorized and empowered to take, or cause to be taken, on behalf of the Corporation such further action, including the execution and delivery of all such other documents, instruments and certificates as such officers, in their discretion, deem necessary and appropriate in order to effect the purpose and intent of the foregoing resolutions (as conclusively evidenced by the taking of such action or the execution and delivery of such instrument, documents and certificates, as the case may be), and all actions heretofore taken by the officers and agents of the Corporation in connection with the subject of such resolutions be, and they hereby are, approved, ratified and confirmed in all respects as the act and deed of the Corporation.

**IN WITNESS WHEREOF**, the undersigned have duly executed this Unanimous Written Consent as of the date first above written.

**SHAREHOLDERS**

  
Michael Weintraub

Northern Trust  
Bank, Co-Trustee of the  
Hortense Weintraub Irrev Trust FBO Miles Gauntt

By:  VP  
Deborah M. Wolf, Vice President

**DIRECTORS**

  
Michael Weintraub

  
Miles Gauntt

  
Sandra S. Spooner

Michael Weintraub, Co-Trustee of the  
Hortense Weintraub Irrev Trust FBO Miles Gauntt

Michael Weintraub

Bank of America, Co-Trustee of the  
Hortense Weintraub Irrev Trust FBO Joanne Gauntt

By: Paul W. Weigel  
Paul W. Weigel, Senior Vice President

Michael Weintraub, Co-Trustee of the  
Hortense Weintraub Irrev Trust FBO Miles Gauntt

Michael Weintraub