

Division of Corporations

338365

Florida Department of State
Division of Corporations
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DISSOLUTION

HARBOR VIEW VILLAS, INC.

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$43.75

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DIVISION OF CORPORATIONS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF DISSOLUTION
OF
HARBOR VIEW VILLAS, INC.

The undersigned, as Secretary of HARBOR VIEW VILLAS, INC., does hereby certify and affirm that the following are true and correct:

1. The name of Corporation: HARBOR VIEW VILLAS, INC.
2. Debts, Obligations and Liabilities: All debts, obligations and liabilities of HARBOR VIEW VILLAS, INC., have been paid or discharged, or, adequate provision for same has been satisfactorily made.
3. Property and Assets: All property and assets of HARBOR VIEW VILLAS, INC., will be distributed to its stockholders in accordance with their rights and interest after such assets were used to satisfy the liabilities and obligations of HARBOR VIEW VILLAS, INC.
4. Pending Action: There are no actions pending against HARBOR VIEW VILLAS, INC., in any court.
5. Stockholder Action: Attached hereto is an executed Special Corporate Action by Written Consent of Shareholders and Directors of HARBOR VIEW VILLAS, INC., to dissolve the Corporation. A total of 4,780 shares out of 4,780 shares voted for the dissolution, and the number cast for dissolution was sufficient for approval.
6. Effective Date: Theses Articles of Dissolution were approved on the 30th day of November, 2000, and shall be effective as of the date filed with the Florida Department of State.

The undersigned has executed these Articles of Dissolution on the 30th day of November, 2000.

HARBOR VIEW VILLAS, INC., a Florida
corporation

By: Carmen N. Passarella
Carmen N. Passarella, Secretary

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WRITTEN CONSENT BY
SHAREHOLDERS AND DIRECTORS
OF
HARBOR VIEW VILLAS, INC.

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The shareholders and directors of HARBOR VIEW VILLAS, INC., a corporation organized and existing under the laws of the State of Florida, do hereby agree, consent to, adopt and order the following corporate action:

1. The undersigned do hereby waive all formal requirements, including the necessity of holding a formal or informal meeting, and any requirements that notice of such meeting be given.

2. The shareholders and directors of the corporation have approved a proposal to liquidate and dissolve the Corporation. After careful consideration, the following resolution was unanimously adopted by the shareholders and directors:

RESOLVED, that the following plan of complete liquidation of HARBOR VIEW VILLAS, INC., in accordance with the provisions of Section 331 of the Internal Revenue Code of 1986, as amended, be and is hereby adopted:

The officers and directors are authorized and directed to proceed promptly to wind up the Corporation's affairs, to collect and reduce to possession its assets and to pay or provide for its liabilities.

As soon as possible, counsel for the Corporation shall file Articles of Dissolution of the Corporation with the Secretary of the State of Florida, and the officers of the Corporation are authorized to execute all documents necessary in connection with the dissolution.

The Corporation's assets shall be distributed to the shareholders of the Corporation upon cancellation of the shares owned by such shareholders.

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The officers shall wind up the affairs of the Corporation; pay or provide for its liabilities; establish a reserve in a reasonable amount to meet the known liabilities and liquidating expenses and estimated unascertained or contingent liabilities and continued expenses, if they deem such reserve desirable; distribute the sales proceeds and any other assets, subject to any remaining liabilities, to the shareholders, and cancel their shares; take all appropriate and necessary action to dissolve the Corporation under Florida law.

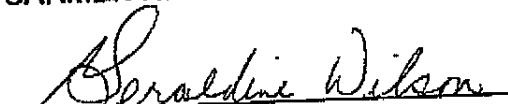
If a reserve is established for claims against the Corporation, the officers shall arrange for the distribution of any unused balance of the reserve to the shareholders as soon as practicable.

The actions of the directors and officers of the corporation from the last meeting until the date of this meeting are hereby ratified and confirmed as acts of the corporation.

The undersigned do hereby give their written consent to the foregoing actions.

DIRECTORS:


CARMEN N. PASSARELLA

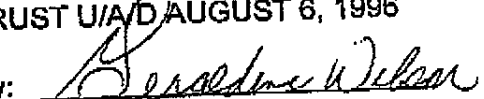

GERALDINE WILSON


ANNETTE PASSARELLA

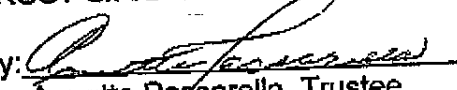

WILLIAM P. ANDERSON


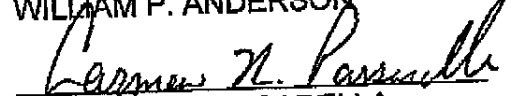
SHAREHOLDERS:

GERALDINE WILSON FAMILY
TRUST U/A/D AUGUST 6, 1996

By: 
Geraldine Wilson, Trustee

ANNETTE PASSARELLA FAMILY
TRUST U/A/D OCTOBER 21, 1996

By: 
Annette Passarella, Trustee



WILLIAM P. ANDERSON

CARMEN N. PASSARELLA


12-12-00 05:02pm From-JOHNSON,BLAKELY

+7274418617

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NICHOLAS A. PASSARELLA

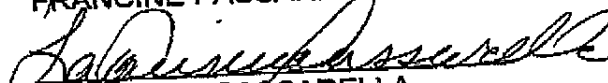

MARYANNE E. GATTUSO

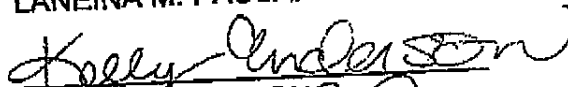

ANA MARIA PANADO



ANTHONY E. PASSARELLA


ROBERT S. GATTUSO


FRANCINE PASSARELLA


LANEINA M. PASSARELLA


KELLEY ANDERSON


MICHAEL PANADO

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