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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1-5-05
aa dissolve

ROGERS, DEMPSEY AND PALADINO
ATTORNEYS
FLAGLER CENTER TOWER
505 SOUTH FLAGLER DRIVE
SUITE 1330
WEST PALM BEACH, FLORIDA 33401

ROBERT O. ROGERS (1930-2002)
W. GLENN DEMPSEY
RICHARD PALADINO

December 28, 2004

TELEPHONE (561) 655-8980
TELECOPIER (561) 655-9480

VIA FEDERAL EXPRESS

Florida Division of Corporations
Amendment Section
409 E. Gaines Street
Tallahassee, Florida 32399

In re: Levey Real Estate, Inc. ("Corporation")

To Whom It May Concern:

Please find enclosed the Articles of Dissolution, including the Plan of Liquidation, for the Corporation. Also enclosed is a check made payable to the Division of Corporations in the amount of \$35.00, representing the filing fee.

Please do not hesitate to contact the undersigned if you have any questions.

Sincerely,

ROGERS, DEMPSEY AND PALADINO



Richard Paladino

RP:jiw
Enclosures - a/s

**ARTICLES OF DISSOLUTION OF
LEVEY REAL ESTATE, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is LEVEY REAL ESTATE, INC. (hereinafter referred to as the "Corporation").

2. The names and addresses of the Corporation's officers are:

Richard Paladino	President, Secretary and
505 South Flagler Drive, Suite 1330	Treasurer
West Palm Beach, Florida 33401	

3. The names and addresses of the Corporation's directors are:

Richard Paladino
505 South Flagler Drive, Suite 1330
West Palm Beach, Florida 33401

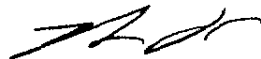
4. All debts, obligations and liabilities of the Corporation have been satisfied.

5. All of the remaining property and assets of the Corporation have been distributed to the Corporation's shareholders.

6. There are no actions currently pending against the Corporation in any court.

7. A copy of the Plan of Liquidation for the Corporation, which was approved by the shareholders and directors of the Corporation on December 30, 2003, is attached to these Articles of Dissolution.

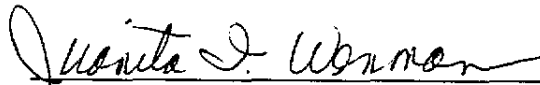
IN WITNESS WHEREOF, the President and Secretary of the Corporation have executed these Articles of Dissolution this 28th day of December, 2004.



Richard Paladino, President and Secretary

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 28th day of December, 2004 by Richard Paladino who is the President and Secretary of Levey Real Estate, Inc., a Florida corporation, and who is either personally known to me or who has produced his drivers license as identification.



Notary Public, State of Florida
My Commission Expires



RP/jiw/doc 04/Levey

**PLAN OF LIQUIDATION FOR
LEVEY REAL ESTATE, INC.**

The undersigned, consisting of all the members of the Board of Directors and all of the shareholders of LEVEY REAL ESTATE, INC., a Florida corporation (hereinafter referred to as the "Corporation"), do hereby approve and adopt the resolutions hereinafter set forth, and authorize each and all of the acts and transactions described in said resolutions:

WHEREAS, in the judgment of the Board of Directors and sole shareholder of the Corporation, it is deemed advisable and in the best interest of the shareholder of the Corporation that the Corporation be liquidated pursuant to the provisions in Sections 331 and 336 of the Internal Revenue Code of 1986, as amended (hereinafter referred to as the "Code"); and

WHEREAS, dissolution of the Corporation will take place in 2004 (liquidation takes place on today's date) so that the Corporation remains in existence solely to execute any documents concerning the sale of its real estate assets in 2003;

IT IS HEREBY:

RESOLVED, that the complete liquidation and dissolution of the Corporation be effected under this Plan of Liquidation (hereinafter referred to as the "Plan");

RESOLVED, that the President of the Corporation is hereby authorized to distribute, on today's date, to the shareholders of the Corporation all of the cash and other assets of the Corporation in complete liquidation of the Corporation;

RESOLVED, that the President of the Corporation is authorized and directed to:

- (a) Cease doing business as a going concern;
- (b) Cause notice of this dissolution to be mailed to each of the known creditors of, and any claimant against the Corporation;
- (c) Proceed to collect the assets of the Corporation and convey and dispose of such of its property as are not to be distributed in kind to the shareholder; and
- (d) Proceed to pay, satisfy or discharge the Corporation's liabilities and obligations, or to make adequate provisions for the payment and discharge thereof, and to do all other acts required to liquidate the Corporation's business and affairs pursuant to the provisions of Chapter 607 of the Florida Statutes;

RESOLVED, that the President and Secretary of the Corporation are authorized, empowered and directed to file all documents which they deem necessary or advisable to effectuate the complete liquidation of the Corporation, including Articles of Dissolution pursuant to Section 607.1403 of the Florida Statutes and information returns on Treasury Department Forms 966, 1096 and 1099L, together with a final income tax return for the Corporation;

RESOLVED, that the actions provided for in the foregoing resolutions providing for the complete liquidation of the Corporation and the distribution of its assets be commenced as soon as practicable, and that such assets be distributed and the dissolution be completed as soon practicable;

RESOLVED, that the dissolution of the Corporation be delayed until final real estate title matters related to the sale of the Corporation's real estate assets in May of 2003 are resolved; and

RESOLVED, that money market account (Account #0055687410) in the name of the Corporation maintained at BankAtlantic be constructively liquidated during the calendar year 2003; the proceeds in such account are considered constructively distributed to the sole shareholder (the Israel Levey Trust ("Trust")) on this date but the formal disbursement of the proceeds in the account can be delayed until January of 2004; the Corporation also maintains a checking account (Account #0055911133) at BankAtlantic in the name of the Corporation which is also considered constructively liquidated to the Trust on this date; however, the Corporate checking account will be maintained for convenience only since it has check writing authority for final expenses of the Corporation.

IN WITNESS WHEREOF, the undersigned director and shareholder of the Corporation have executed this written consent to action approving the above Plan of Liquidation for Levey Real Estate, Inc. this 30th day of December, 2003.

Director



Richard Paladino

Shareholders

Estate of Israel Levey



By: Richard Paladino, Trustee

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