



712177

ACCOUNT NO. : 072100000032  
REFERENCE : 237359 4340257  
AUTHORIZATION :  
COST LIMIT : \$ PPD

FILED  
97 JAN 27 PM 2:53  
SEC. OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : January 27, 1997

ORDER TIME : 11:15 AM

ORDER NO. : 237359-005

CUSTOMER NO: 4340257

900002069069--0  
01/27/97-01020--008  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

CUSTOMER: Kathleen Haggerty, Legal Asst.  
Smith, Hulsey & Busey  
225 Water St. / Ste. 1800  
First Union National Bank Twr.  
Jacksonville, FL 32202

DOMESTIC FILINGS

NAME: REGENCY SQUARE MERCHANTS  
ASSOCIATION, INC.

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XXX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS:

N. HENDRICKS JAN 27 1997

RECEIVED  
96 JAN 27 PM 12:06  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION  
OF  
REGENCY SQUARE MERCHANTS ASSOCIATION, INC.

FILED

97 JAN 27 PM 2:53

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this Corporation is Regency Square Merchants Association, Inc.

ARTICLE II

The dissolution of the Corporation was authorized by Written Consent of the Members on 12-15, 1996. The number of votes cast for dissolution was sufficient for approval.

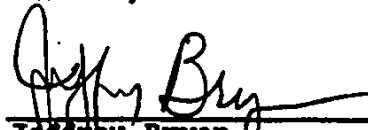
ARTICLE III

The undersigned officer of the Corporation hereby certifies that the Plan of Distribution of Assets attached hereto as Exhibit A is a true copy of the Plan of Distribution of Assets that was approved by a majority of the Active Members of the Corporation, at the recommendation of the Board of Trustees, by Written Consent on November 8, 1996. The undersigned officer further certifies that the Board of Trustees and the Members complied with the requirements set forth in Fla. Stat. Sec. 617.1406 (1).

Dated this 13 day of January, 1997.

REGENCY SQUARE MERCHANTS  
ASSOCIATION, INC.

By:



Jeffrey Bryan  
President

**PLAN OF DISTRIBUTION OF ASSETS  
OF  
REGENCY SQUARE MERCHANTS ASSOCIATION, INC.**

The following plan of dissolution and distribution of the assets of Regency Square Merchants Association, Inc. (the "Corporation") has been duly authorized and/or adopted by the Active Members of this Corporation:

1. This Corporation shall cease to carry on its business, except insofar as may be necessary for the winding up thereof.

2. The President of this Corporation shall immediately cause notice of the dissolution to be mailed to each known creditor of and claimant against this Corporation.

3. The Board of Trustees of this Corporation shall proceed to collect its assets, convey and dispose of such properties as are not to be distributed in kind to its Active Members, pay, satisfy or discharge its liabilities and obligations or make adequate provision for payment and discharge thereof and do all other acts required to liquidate its business and affairs: '

4. After paying or discharging all of the obligations of this Corporation or making adequate provision for the payment and discharge thereof, the President or any Vice-President of this Corporation shall then distribute the remainder of this Corporation's assets, if any, either in cash or in kind, to its Active Members.

5. The President or any Vice-President together with the Secretary of this Corporation shall file Articles of Dissolution pursuant to the laws of the State of Florida and such other affidavits, forms or documents required or deemed necessary or advisable by said officers with the State of Florida, the federal government or any other entity, including tax returns, in order to effect the liquidation and dissolution of this Corporation.

6. The President or any Vice-President of this Corporation is empowered, authorized and directed to carry out the provisions of this plan of complete distribution and dissolution and to adopt or amend the same and take such other and further steps as any of them deem necessary or advisable in distributing and dissolving this Corporation in accordance with this plan.

7. The President or any Vice-President of this Corporation is empowered, authorized and directed to pay all

such fees and taxes and to do or cause to be done such further acts and things as they may deem necessary or proper in order to carry out the distribution and dissolution of this Corporation and fully to effectuate the provisions of the foregoing.

8. The actions provided for in the foregoing sections of this plan shall be commenced as soon as practicable and this Corporation's subsequent liquidation and dissolution and the distribution of all of its assets shall be completed as soon as practicable, but in no event later than February 28, 1997.