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CLEARWATER PARK, LTD.
616 CLEARWATER PARK RD
WEST PALM BEACH, FL 33401
1025 KANE CONCOURSE., STE 215
BAY HARBOR ISLANDS, FL 33154

(Address)

(City/State/Zip/Phone #)

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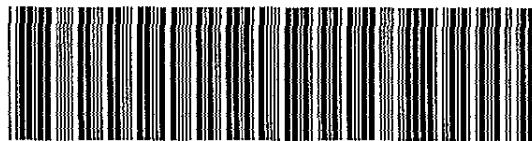
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2006 JAN 23 AM 10:56
TALLAHASSEE, FLORIDA

J. BRYAN JAN 30 2006

**ARTICLES OF DISSOLUTION
OF
CLEARWATER PARK, LTD.**

FILED
2006 JAN 23 AM 10:56
DIVISION OF REVENUE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Florida Revised Uniform Limited Partnership Act, CLEARWATER PARK, LTD. (the "Partnership"), a limited partnership organized and existing under the laws of the State of Florida adopts the following Articles of Dissolution for the purpose of dissolving the Partnership:


1. The name of the Partnership is CLEARWATER PARK, LTD.
2. Dissolution of the Partnership was authorized by Clearwater Park Tower at City Place, Inc., a Florida corporation, the General Partner of the Partnership, for the purpose of winding down of the Partnership to be effective on December 31, 2005.
3. The number of votes cast by the shareholders of the General Partner of the Partnership for dissolution was sufficient for approval.

These Articles of Dissolution shall be effective as of the filing of these Articles of Dissolution.

IN WITNESS WHEREOF, the Partnership has caused these Articles of Dissolution to be executed by Howard D. Cohen the President of the General Partner of the Partnership , effective as of December 31, 2005.

CLEARWATER PARK, LTD.

**By: Clearwater Park Tower at City Place, Inc., its
sole general partner**

By: 
Howard D. Cohen, President