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August 30, 2000

Secretary of State
Division of Corporations
409 E. Gaines Street
P.O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Dissolution
San Pedro, Inc.

Dear Sir or Madam:

Enclosed please two original Articles of Dissolution, with appropriate documents attached thereto, for the above referenced corporation, together with our check in the sum of \$35.00 to cover the cost of filing.

Please process the enclosed and return a conformed copy to our office shown on the letterhead address.

Very truly yours,

Debbie Boyce

Debbie Boyce, Secretary to
James S. Lupino

DB:db

Enclosures

FILED
00 SEP - 1 PM 12:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Vol 1115
T. LEWIS SEP 13 2000

**ARTICLES OF DISSOLUTION
OF
SAN PEDRO, INC.**

FILED
00 SEP -1 PM 12:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is SAN PEDRO, INC.

ARTICLE II

The date dissolution was authorized: July 15, 2000. A copy of the resolution by the Board of Directors to dissolve the corporation is attached.

ARTICLE III

Dissolution was approved by the shareholders pursuant to Florida Statute 607.1403. The number of votes cast for dissolution was sufficient for approval. An executed copy of the written consent of the shareholders to dissolve the corporation is attached. This written consent has been signed by all shareholders of the corporation.

ARTICLE IV

All debts, obligations and liabilities of the corporation have been paid, discharged or adequate provision has been made for them.

ARTICLE V

All of the remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interest.

ARTICLE VI

There are no actions pending against the corporation in any court of adequate provision has been made for the satisfaction of any judgment, order of decree that may be entered against the corporation.

Signed this 16th day of August, 2000.

SAN PEDRO, INC.

By: [Signature]

as President

Attest:

Edward McDevitt

Secretary

STATE OF CT

COUNTY OF Fairfield

The foregoing instrument was acknowledged before me this 16th day of August, 2000, by ROSS RAPAPORT, as President of SAN PEDRO, INC., a Florida corporation, on behalf of the corporation. I relied upon the following form of identification of the above named persons:

personal knowledge

[Signature]
Notary Public Commission of Superior Court
My Commission Expires:

STATE OF CT

COUNTY OF Fairfield

The foregoing instrument was acknowledged before me this 16th day of August, 2000, by EDWARD McDEVITT, as Secretary of SAN PEDRO, INC., a Florida corporation, on behalf of the corporation. I relied upon the following form of identification of the above named persons:

personal knowledge

[Signature]
Notary Public Commission of Superior Court
My Commission Expires:

CORPORATE RESOLUTION

I, ROSS RAPAPORT, as President and Director and I, CARL FRIEDMAN, as Director of SAN PEDRO, INC., a Florida a for profit corporation, hereinafter referred to as the "Company", state I am familiar with the Company books and records.

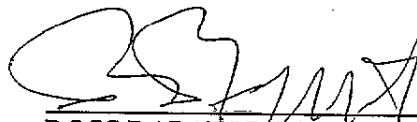
A special meeting of the Board of Directors and Shareholders of the Company was held on July 15, 2000, at the Company office in Monroe County, Florida. A quorum was present and acting throughout the meeting. The following resolution was unanimously adopted as such meeting and remains in full force and effect.

RESOLVED, the President of the company, Ross Rapaport, or such other officers as may be designated by the president are hereby authorized, empowered and directed to take any and all action necessary or desirable to have prepared and recorded an Assignment of the Mortgage, described as: That certain mortgage executed by and between San Pedro Village, Inc., a Florida corporation as Mortgagor and San Pedro, Inc., a Florida corporation as Mortgagee, dated the 21st day of December, 1999, encumbering the property legally described as On the Island of Plantation Key, and is part of Lot 1, J.B. PINDERS SUBDIVISION, according to George L. McDonald's Plat, recorded in Plat Book 1, Page 81 in the office of the Clerk of Circuit Court of Monroe County, Florida, more particularly described on the attached Exhibit "A", and to have prepared and filed Articles of Dissolution of the corporation, SAN PEDRO, INC.

I HEREBY CERTIFY the foregoing resolution was passed by the Board of Directors of the Corporation and is part of the official corporate records of SAN PEDRO, INC.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 16

day of August 2000.




ROSS RAPAPORT, President/Director


CARL FRIEDMAN, Director

STATE OF Connecticut
COUNTY OF Hartford

The foregoing instrument was acknowledged before me this 17th day of August, 2000,
by ROSS RAPAPORT, who supplied the following form of identification driver's license.



Notary Public

My Commission Expires: 11/30/00

STATE OF CT
COUNTY OF Fairfield

The foregoing instrument was acknowledged before me this 16th day of Aug., 2000,
by CARL FRIEDMAN, who supplied the following form of identification known to me.



Notary Public

My Commission Expires:

JIM FRIEDMAN
NOTARY PUBLIC
MY COMMISSION EXPIRES DEC. 31, 2003

**MINUTES OF SPECIAL MEETING
OF SHAREHOLDERS
OF
SAN PEDRO, INC.**

MINUTES of the special meeting of the Shareholders held at the office of the Corporation, on the 15th day of July, 2000 at 11:00 a.m.

The President of the Corporation called the meeting to order.

The Secretary called the role and all of the Shareholders of the Corporation were found present.

The Secretary reported that the Waiver of Notice of Special Meeting of the Shareholders of San Pedro, Inc. signed by each Shareholders and is attached to these Minutes.

The President then stated that a quorum was present and the meeting was ready to transact business.

A discussion was held concerning the assignment of the mortgage currently held by the corporation, described as follows: That certain mortgage executed by and between San Pedro Village, Inc., a Florida corporation as Mortgagor and San Pedro, Inc., a Florida corporation as Mortgagee, dated the 21st day of December, 1999, encumbering the property legally described as On the Island of Plantation Key, and is part of Lot 1, J.B.PINDERS SUBDIVISION, according to George L. McDonald's Plat, recorded in Plat Book 1, Page 81 on the office of the Clerk of Circuit Court of Monroe County, Florida, more particularly described on the attached Exhibit "A", and a discussion was held concerning the dissolution of the corporation, San Pedro, Inc. Following discussion,

On motion duly made and carried by all Shareholders, it was

RESOLVED that the above described Mortgage held by the corporation, San Pedro, Inc. be assigned as follows: to Rapaport and Ellenthal, P.C., as Trustee.

FURTHER RESOLVED that upon the Assignment of Mortgage being recorded, the President shall have prepared and filed with the Secretary of State, the Articles of Dissolution of the corporation, San Pedro, Inc

The Shareholders authorized the officers, particularly the President, to take all action necessary to: have prepared all documents, including the Assignment of Mortgage and the Articles of Dissolution, and to act on any documents and to carry on the activities of the business.

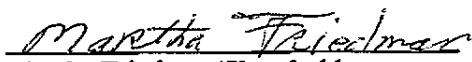
There being no further business to come before the meeting, upon motion duly made, seconded and carried, the same was adjourned. These Minutes may be signed in counter part.


Lynda Uris/Shareholder


Jeanette DePalma/Shareholder


Peter Levinson/Shareholder



Carl Friedman/Shareholder


Martha Friedman/Shareholder


Mrs. Michael Graupner/Shareholder


Anna Kolker/Shareholder


Wendy Kulewitch/Shareholder


Josephine Leavitt/Shareholder


Elayne McCullough/Shareholder


John Miall Skeats, Jr./Shareholder