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56283 Ocean Drive  
Marathon, FL 33050-5603  
305-743-5060

DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

January 16, 2002

Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

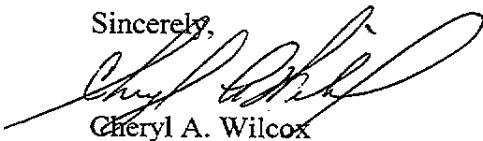
RE: Northdale Plaza, Inc.

900004788619--8  
-01/22/02--01073--025  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Sir or Madame:

Enclosed find Frances L. Wolfson check number 1520 in the amount of \$35.00 for filing fee for the articles of dissolution for the above referenced corporation. Also enclosed is the original executed ARTICLES OF DISSOLUTION UNDER FLORIDA GENERAL CORPORATION ACT. We trust you find all in order.

Sincerely,



Cheryl A. Wilcox

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ARTICLES OF DISSOLUTION UNDER

02 JAN 22 PM 3:06

FLORIDA GENERAL CORPORATION ACT

DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.267 of the Florida General Corporation Act, the undersigned Corporation adopts the following Articles of Dissolution for the purposes of dissolving the Corporation:

1. The name of the Corporation is Northdale Plaza, Inc.
2. The names and respective addresses of its officers and directors are:

<u>Name</u>	<u>Position</u>	<u>Address</u>
Frances L. Wolfson	Director/ President/Treasurer	11111 Biscayne Blvd. 1004 Miami, FL 33181
Cheryl A. Wilcox	Secretary/V. President	RR 2 Box 113 Marathon, FL 33050

3. All debts, obligations and liabilities of the Corporation have been paid or discharged or adequate provision has been made therefor.

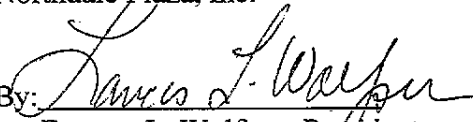
4. All remaining property and assets of the Corporation have been distributed to its shareholder in accordance with her respective rights and interests.

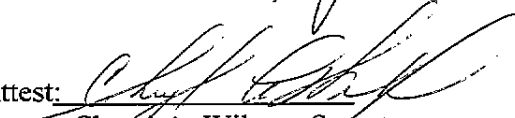
5. There are no actions pending against the Corporation in any court.

6. The written consent of the sole shareholder to dissolve the Corporation is attached hereto.

Dated this 28 day of December, 2001

Northdale Plaza, Inc.

By:   
Frances L. Wolfson, President

Attest:   
Cheryl A. Wilcox, Secretary

**JOINT CORPORATE ACTION BY  
SHAREHOLDER AND DIRECTOR OF  
NORTHDAL PLAZA, INC.**

The undersigned, being the Shareholder and Director of Northdale Plaza, Inc., a Florida corporation, does hereby agree, consent to, adopt and order the following corporate action:

1. The undersigned does 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 following resolution regarding the liquidation and dissolution of the Corporation is hereby unanimously adopted by the undersigned:

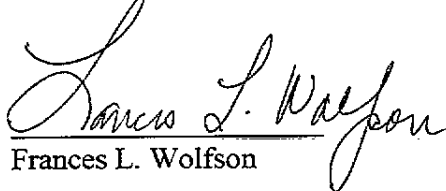
The Corporation shall liquidate and dissolve pursuant to the following Plan of Liquidation and Dissolution and in accordance with Section 331 of the Internal Revenue Code of 1986:

(a) The Corporation's officers are hereby authorized, directed and empowered to proceed promptly to wind up the Corporation's affairs, to collect and reduce to possession its assets, to pay or provide for its liabilities, and to distribute the remaining assets, subject to all remaining liabilities, to the shareholder of the Corporation in cancellation of and in exchange for her shares.

(b) As soon as practicable after the winding up of the Corporation's affairs, the Corporation's officers shall take all appropriate and necessary action to dissolve the Corporation under Florida law.

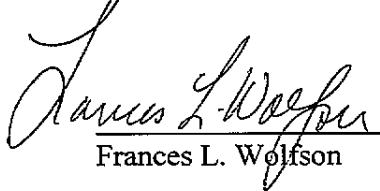
IN WITNESS WHEREOF, the undersigned Shareholder and Director has executed the foregoing Joint Corporate Action by Shareholder and Director for the purpose of giving her consent thereto as of the date listed below.

SHAREHOLDER:

  
Frances L. Wolfson

Dated: September 28, 2001

DIRECTOR:

  
Frances L. Wolfson

Dated: September 28, 2001

STATE OF FLORIDA     )  
                                      ) SS:  
COUNTY OF COLLIER    )

BEFORE ME, the undersigned authority, personally appeared Frances L. Wolfson and Cheryl A. Wilcox, President and Secretary, of Northdale Plaza, Inc. who are to me well known to be the persons described in, and who subscribed to, the above Articles of Dissolution and they did freely and voluntarily acknowledge before me, according to law, that they made and prescribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Naples, in said County and State, this 28 day of December, 2001

*Michael L. Schmidt*  
NOTARY PUBLIC

My Commission Expires: *MARCH 31, 2004*

