



H 75674

March 26, 1997

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: CTSF CONSTRUCTION COMPANY - BAYMEADOWS II, a Florida corporation

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-03/31/97--01157--003
*****87.50 *****87.50

Gentlemen:

Enclosed are the following documents necessary for dissolution:

1. Articles of Dissolution by Board of Directors and Shareholders
2. Copy of Consent of Directors and Shareholders
2. Our check for \$87.50 representing filing fees of \$35 & Certificate fee of \$52.50.

Please file the documents of record with the Secretary of State of Florida, and return evidence of dissolution to me via regular mail.

As always, thank you for your assistance in this matter. Please do not hesitate to call me at (214) 922-8431 should the need arise.

Very truly yours,

CTSF CONSTRUCTION COMPANY
BAYMEADOWS II

BY: Peggy E. Brown
Peggy E. Brown, Assistant Secretary

Attachments
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DIVISION OF STATE
CORPORATIONS
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**ARTICLES OF DISSOLUTION
BY DIRECTORS AND SHAREHOLDERS
OF**

CTSF CONSTRUCTION COMPANY - BAYMEADOWS II

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION
97 MAR 31 PM 4:09

To the Department of State
State of Florida

Pursuant to the provisions of Section 607.1403 of the Florida Business Corporation Act, the corporation hereinafter named (the "corporation") does hereby adopt the following Articles of Dissolution.

1. The name of the corporation is **CTSF Construction Company - Baymeadows II**
2. The date the dissolution was authorized was **March 21, 1997.**
3. The number of votes cast for the aforesaid proposal to dissolve the corporation was sufficient for the approval thereof by the shareholders entitled to vote on the proposal to dissolve the corporation.
4. The action to dissolve the corporation was taken by written consent of the shareholders and directors entitled to vote on the proposal to dissolve the corporation given in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

The effective time and date of these Articles of Dissolution shall be the date and time of filing in the office of the Department of State, State of Florida.

Executed on March 26, 1997.

CTSF CONSTRUCTION COMPANY - BAYMEADOWS II

BY: Peggy E. Brown
Peggy E. Brown, Assistant Secretary

ARTICLES OF DISSOLUTION
BY DIRECTORS AND SHAREHOLDERS
OF

CTSF CONSTRUCTION COMPANY - BAYMEADOWS II

To the Department of State
State of Florida

Pursuant to the provisions of Section 607.1403 of the Florida Business Corporation Act, the corporation hereinafter named (the "corporation") does hereby adopt the following Articles of Dissolution.

1. The name of the corporation is **CTSF Construction Company - Baymeadows II**
2. The date the dissolution was authorized was **March 21, 1997**.
3. The number of votes cast for the aforesaid proposal to dissolve the corporation was sufficient for the approval thereof by the shareholders entitled to vote on the proposal to dissolve the corporation.
4. The action to dissolve the corporation was taken by written consent of the shareholders and directors entitled to vote on the proposal to dissolve the corporation given in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

The effective time and date of these Articles of Dissolution shall be the date and time of filing in the office of the Department of State, State of Florida.

Executed on March 26, 1997.

CTSF CONSTRUCTION COMPANY - BAYMEADOWS II

BY: Peggy E. Brown
Peggy E. Brown, Assistant Secretary

**UNANIMOUS CONSENT OF DIRECTORS AND SHAREHOLDERS
OF
CTSF CONSTRUCTION COMPANY - BAYMEADOWS II,
a Florida corporation**

March 21, 1997

The undersigned, being the owners and holders of all of the issued and outstanding common stock of **CTSF CONSTRUCTION COMPANY - BAYMEADOWS II**, a Florida corporation (the "Corporation"), hereby give written consent to the adoption of, and do hereby adopt, the following resolutions:

RESOLVED, that the Corporation be dissolved voluntarily in accordance with the terms and conditions of the plan of dissolution incorporated into the following resolutions; and

RESOLVED FURTHER, that the Corporation is being liquidated pursuant to Sections 331 and 336 of the Internal Revenue Code of 1986, as amended; and

RESOLVED FURTHER, that all liabilities and obligations of the Corporation will be paid or discharged, or adequate provision will be made therefor; and

RESOLVED FURTHER, that after the provisions for, or the payment of, the known debts and liabilities of the Corporation, the officers of the Corporation are authorized and directed to distribute the remaining assets of the Corporation to the shareholders of record in the following manner: (1) with respect to any cash, by distributing to the shareholders of record a proportion of such cash equal to the proportion that the shares owned by each such shareholder bears to the total issued and outstanding shares of the Corporation; and (2) with respect to assets other than cash, by distributing to the shareholders of record an undivided interest in each of such assets equal to the proportion that the shares of the Corporation owned by each such shareholder bears to the total issued and outstanding shares of the Corporation; and

RESOLVED FURTHER, ~~that~~ the distribution of the assets shall be made to the shareholders of the Corporation on the following conditions: (1) that on demand made by the Board of Directors, the shareholders surrender, for cancellation, the certificate or certificates evidencing their ownership of capital stock of the Corporation; and (2) that such distribution shall be in complete satisfaction of the rights of the shareholders as the shareholders of the Corporation; and

RESOLVED FURTHER, that the officers of the Corporation be, and they hereby are, authorized to do such acts and to take such steps as may be necessary or convenient to carry this plan into effect, including, but not limited to, the execution of such instruments as may be required to vest title to the assets of the Corporation in the shareholders; and

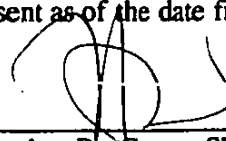
RESOLVED FURTHER, that as soon as the assets of the Corporation have been distributed in conformity with this plan, the officers of the Corporation are hereby authorized and directed to execute Articles of Dissolution, and to cause such Articles of Dissolution by Board of Directors and Shareholders to be filed in the office of the Secretary of State of Florida, and to do all other things necessary or convenient to the dissolution of the Corporation; and

RESOLVED FURTHER, that any proper officer of the Corporation be, and each of them hereby is, authorized and empowered, acting for, in the name and on behalf of the Corporation, to make, execute, acknowledge, certify, accept, file, verify, issue, deliver and record all such applications, agreements, documents, instruments and certifications, with the corporate seal of the Corporation affixed thereto and attested by the Secretary or any Assistant Secretary of the Corporation, or unattested, or without such seal, and to do or cause to be done all such acts and things, and to take all such steps, and to make all such payments and remittances, as may in each case be in the opinion of the officer taking such action (such opinion to be conclusively evidenced by the taking of such actions by such officer), necessary, desirable, appropriate, or convenient to the dissolution of the Corporation; and

RESOLVED FURTHER, that all actions heretofore taken by the officers and directors of the Corporation, and all things done by their authority, with respect to the dissolution of the Corporation be, and the same hereby are, ratified, approved and adopted as the acts of the Corporation.

This consent may be executed in any number of counterparts, and it shall not be necessary for more than one shareholder to execute any one counterpart, provided that each shareholder shall have executed at least one counterpart. All counterparts of this consent shall be taken together as one and the same instrument.

IN WITNESS WHEREOF, the undersigned, being all of the directors and shareholders of record of the Corporation, have executed this consent as of the date first above written.



Harlan R. Crow, Shareholder & Director

J. Ronald Terwilliger, Shareholder & Director

Douglas A. Hoeksema, Director

Bruce R. Fairty, Shareholder

(Signatures continued on next page)

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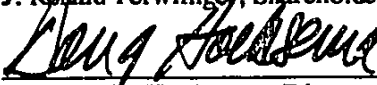
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Clifford A. Breining, Shareholder

Dennis H. Alberts, Shareholder

Edward A. Storey, II, Shareholder

Leonard W. Wood, Shareholder

Randy J. Pace, Shareholder

Robert C. Speicher, Shareholder

Trammell S. Crow, Shareholder

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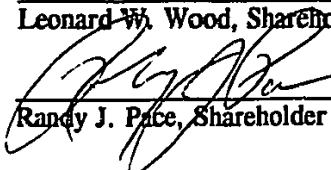
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