

J/3338

LAW OFFICES

WICKER, SMITH, TUTAN, O'HARA
McCoy, GRAHAM & FORD, P.A.

GROVE PLAZA BUILDING, 5TH FLOOR

2900 MIDDLE STREET (S.W. 28TH TERRACE)

MIAMI, FLORIDA 33133

(305) 448-3939

TELECOPIER (305) 441-1745

ORLANDO OFFICE

BANK OF AMERICA CENTER, SUITE 1000
390 NORTH ORANGE AVENUE

P.O. BOX 2753

ORLANDO, FLORIDA 32802

(407) 843-3939

TELECOPIER (407) 649-8118

FORT LAUDERDALE OFFICE

SOUTHTRUST TOWER, 5TH FLOOR
ONE EAST BROWARD BOULEVARD

P.O. BOX 14460

FORT LAUDERDALE, FLORIDA 33302

(954) 467-6405

TELECOPIER (954) 760-9353

WEST PALM BEACH OFFICE

MELLON UNITED NAT'L BANK TOWER • SUITE 700
1645 PALM BEACH LAKES BOULEVARD

P.O. BOX 2508

WEST PALM BEACH, FLORIDA 33402

(561) 689-3800

TELECOPIER (561) 689-9206

NAPLES OFFICE

AMSOUTH BANK BUILDING, SUITE 402

4851 TAMiami TRAIL NORTH

NAPLES, FLORIDA 34103

(941) 430-1120

TELECOPIER (941) 430-1121

TAMPA OFFICE

100 NORTH TAMPA STREET, SUITE 3650

P.O. BOX 2152

TAMPA, FLORIDA 33602

(813) 222-3939

TELECOPIER (813) 222-3938

February 15, 2001

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32301

Re: Key Land Company, Inc.
Articles of Dissolution
Our File No. 41633-2

200003719042--6
-02/19/01--01130--018
*****87.50 *****43.75

FILED
01 FEB 19 PM 4:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

On behalf of the above-referenced corporation, I enclose herewith the original and one (1) copy of the executed and notarized Articles of Dissolution, together with our firm check in the amount of \$87.50.

Please cause the original copy of the Articles of Dissolution to be filed among the corporate records of the State of Florida. Please return the copy to the undersigned, together with your certificate that this is a certified copy of the original Articles of Dissolution.

The check enclosed herein is in payment of the following fees or charges:

Filing Fee	\$35.00
Certified Copy Fee	<u>52.50</u>
TOTAL	\$87.50

validis

T. LEWIS FEB 21 2001

Corporate Records Bureau
Page 2
February 15, 2001

Thank you for your attention to this matter.

Very truly yours,

A handwritten signature in black ink, appearing to read "Nicholas E. Christin". The signature is stylized with a long, sweeping horizontal stroke that ends in a small hook.

Nicholas E. Christin

NEC/kfp

Enclosures

**ARTICLES OF DISSOLUTION PURSUANT TO SECTION 607.1403
OF THE FLORIDA BUSINESS CORPORATION ACT OF
KEY LAND COMPANY, INC.**

Pursuant to the provisions of Section 607.1403 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is KEY LAND COMPANY, INC.
2. The names and respective addresses of the officers of the corporation are as follows:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Olga Guilarte	President	1570 Madruga Avenue Suite 305 Coral Gables, FL 33146
Charles Fred Rebozo	Vice President	12400 S.W. 62 nd Avenue Miami, FL 33156
Thomas H. Wakefield	Secretary	1028 Cotorro Avenue Coral Gables, FL 33146

FILED
01 FEB 19 PM 4:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3. The names and respective addresses of the directors of the corporation are as follows:

<u>Name</u>	<u>Address</u>
Olga Guilarte	1570 Madruga Avenue Suite 305 Coral Gables, FL 33146

4. Dissolution was authorized on February 14, 2000.
5. The number of vote cast for dissolution was sufficient for approval.
6. All liabilities and obligations of the corporation have been paid or discharged or adequate provision has been made for the payment of all of the liabilities and obligations of the corporation.

7. All the property and assets of the corporation remaining after the payment of all debts, obligations, and liabilities of the corporation have been distributed among its shareholders in accordance with their respective rights and interests or no property or assets remained to be distributed among the shareholders of the corporation after the payment of all debts, obligations, and liabilities of the corporation.

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

9. The corporation elected to dissolve by unanimous written consent of its shareholders, and such written consent has been signed by all shareholders of the corporation or signed in their names by their duly authorized attorneys or the corporation elected to dissolve by act of the corporation, a resolution to dissolve having been duly adopted by the shareholders on February 14, 2000. A copy of the written consent or resolution is attached to these articles.

Dated: February 14, 2000.

KEY LAND COMPANY, INC.

By: Olga Guilarte
Olga Guilarte, President

Attest:

Armando Nabeque
Secretary

CONSENT TO CORPORATE ACTION
INCIDENT TO LIQUIDATION AND DISSOLUTION
OF KEY LAND COMPANY, INC.

The undersigned, as Shareholders of KEY LAND COMPANY, INC., hereby
consent to the adoption of the following resolutions:

RESOLVED, that the Board of Directors of the Corporation determine that it is in the best interests of the Corporation to liquidate in accordance with the provisions of Section 607.1403, Florida Statutes, and Section 331 of the Internal Revenue Code of 1986 in accordance with the Plan of Complete Liquidation attached as **Exhibit A**; and

BE IT FURTHER RESOLVED, that the Corporation shall cease to carry on its business, to mail notice of the proposed liquidation to all creditors of the Corporation and to pay, satisfy or discharge its obligations or make adequate provision for payment and discharge thereof; and

BE IT FURTHER RESOLVED, that the President and Secretary, acting for and on behalf of the Corporation be, and they hereby are, authorized and directed to take such actions as may be necessary to effect the liquidation and dissolution of the Corporation, including the filing of Articles of Dissolution with the Secretary of State of Florida, and filing of the final income tax return and all other notices with the Internal Revenue Service and the Department of Revenue of the State of Florida, incident to the liquidation and dissolution of the Corporation; and

BE IT FURTHER RESOLVED, that the President of the Corporation, acting for and on behalf of the Corporation be, and he hereby is, authorized and directed to distribute all assets of the Corporation to Mary Bouterse, Charles Fred Rebozo and Thomas H. Wakefield, as Successor Co-Trustees of the Charles G. Rebozo Revocable Trust, as amended and restated, in complete liquidation of the Corporation, and to execute such Deeds, Bills of Sale, Assignments, checks and other instruments of conveyance in connection therewith as may be necessary; and

BE IT FURTHER RESOLVED, that the President of the Corporation, acting for and on behalf of the Corporation be, and he hereby is, authorized and directed to take all such other actions as may be necessary or appropriate to effect the liquidation and dissolution of the Corporation.

DATED: February 14, 2000.

CHARLES "BEBE" REBOZO
REVOCABLE TRUST

By Thomas H. Wakefield
THOMAS H. WAKEFIELD, Co-Trustee

By Mary R. Bouterse
MARY R. BOUTERSE, Co-Trustee

By Charles Fred Rebozo
CHARLES FRED REBOZO, Co-Trustee