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*****35.00 *****35.00

WRITER'S DIRECT DIAL 937/449-2844

WRITER'S DIRECT FAX 937/463-4947

September 21, 2001

VIA CERTIFIED MAIL RETURN RECEIPT REQUESTED

Florida Department of State Corporations Division 409 East Gaines Street Tallahassee, Florida 32399

In re:

Towne Properties Partners, Inc.
Towne Properties Group, Inc.
Towne Properties Associates, Inc.
Towne Management Realty, Inc.

Dear Sir_or Madam:

On behalf of our above-referenced clients, enclosed are the originals and two copies each of Articles of Dissolution. Also enclosed are four separate checks, each in the amount of \$35.00, representing the filing fees. Please file and return the date-stamped copies to us in the self-addressed stamped envelope provided for your convenience in responding.

If you have any comments or questions, please feel free to contact me at the number above.

Very truly yours,

Mary Beth Hewitt

Paralegal

MBH/cer/00043 Enclosures

Discionarios

Mr. Daniel J. Bayer Frederick J. Caspar, Esq.

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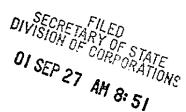
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ARTICLES OF DISSOLUTION

OF
TOWNE PROPERTIES PARTNERS, INC.



Pursuant to section 607.1403, Florida Statutes, this corporation submits the following articles of dissolution:

FIRST:	The	name	of	the	corporatio	n is
Towne Prope	rties Part	tners, Inc.	<u>•</u>			
SECOND: authorized:_	The date August 31, 2001		e 	dissolution 		was
THIRD:	Adoption of Dissolution (check one)					
x	Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval. Dissolution was approved by vote of the shareholders through voting groups. [The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:" The number of votes cast for dissolution was sufficient for approval by Shareholders (voting group)					
Signed this_	31st		day of_	August		2001
	Signature (By the Xhairman xxx Vice Xhairman xxx thex Board, President, xxx attrax afficer) Neil K. Bortz (Typed or Printed Name) President					
						(Title)