(Requestor's Name) (Address) 500076406475 (Address) (City/State/Zip/Phone #) 06/26/06--01028--007 **35.00 PICK-UP WAIT MAIL (Business Entity Name) (Document Number) Certified Copies Certificates of Status Special Instructions to Filing Officer: Office Use Only

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COVER LETTER

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TO: Amendment Section Division of Corporations

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SUBJECT: Dissolution: FRCA-Sunscape Corp.

DOCUMENT NUMBER: ____K49767

The enclosed Articles of Dissolution and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

(Name	e of Contact Person)
Katten Muchin Rosenman LLI	P
(Firm/Company)	
575 Madison Avenue	· · ·
• • • • •	(Address)
New York, NY 10022	
(City/	/State and Zip Code)
For further information concerning this	matter, please call:
Mark I. Fisher	at (²¹²) 940-8877
Mark I. Fisher (Name of Contact Person)	at (<u>212</u>) <u>940–8877</u> (Area Code & Daytime Telephone Number)
(Name of Contact Person)	(Area Code & Daytime Telephone Number)
(Name of Contact Person) Enclosed is a check for the following an	(Area Code & Daytime Telephone Number) mount:
(Name of Contact Person) Enclosed is a check for the following an	(Area Code & Daytime Telephone Number) mount: & □\$43.75 Filing Fee & □\$52.50 Filing Fee, us Certified Copy Certificate of Status &
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(Name of Contact Person) Enclosed is a check for the following an X\$35 Filing Fee \$43.75 Filing Fee Certificate of Statu MAILING ADDRESS: Amendment Section Division of Corporations	(Area Code & Daytime Telephone Number) mount: & □\$43.75 Filing Fee & □\$52.50 Filing Fee, us Certified Copy Certified Copy Certificate of Status & (Additional copy is Certified Copy enclosed) (Additional copy is Enclosed) STREET:ADDRESS: TSTEP: [DECOMPTON] Amendment Section - Division of Corporations
(Name of Contact Person) Enclosed is a check for the following an X\$35 Filing Fee \$43.75 Filing Fee Certificate of Statu	(Area Code & Daytime Telephone Number) mount: & □\$43.75 Filing Fee & □\$52.50 Filing Fee, us Certified Copy Certificate of Status & (Additional copy is Certified Copy enclosed) (Additional copy is Certified Copy enclosed) STREET:ADDRESS::::::::::::::::::::::::::::::::::

ARTICLES OF DISSOLUTION

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

FIRST: The name of the corporation as currently filed with the Florida Department of State:

FRCA-SUNSCAPE	CORP.
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The document number of the corporation (if known):___K49767 SECOND:

The date dissolution was authorized: ____March 8. 2006. THIRD:

Effective date of dissolution if applicable:

(no more than 90 days after dissolution file date)

FOURTH: 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 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: 5 JIN 26 MIN

The number of votes cast for dissolution was sufficient for approval by

(voting group)

Signature:

(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary)

Harry Bergman

(Typed or printed name of person signing)

President of The First Republic Corporation of America, the sole shareholder of FRCA-SUNSCAPE CORP.

(Title of person signing)

Filing Fee: \$35