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TALLAHASSEE, FLORIDA

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**HARRISON, HENDRICKSON & KIRKLAND, P.A.**

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Of Counsel

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Bradenton, Florida 34206-0400

Direct Fax #: (941) 747-0583  
Fax: (941) 746 9229

February 24, 2004  
(Via Federal Express)

Registration Section  
Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: Palmer Square Development Company, L.L.C.

Dear Sir or Madam:

Enclosed please find the original Articles of Dissolution for the above-referenced limited liability company. Also enclosed is my firm's check in the amount of \$25.00 to cover the cost of filing the Articles of Dissolution.

Should you have any questions regarding the enclosed, please do not hesitate to contact me at your earliest convenience.

Very truly yours,

HARRISON, HENDRICKSON & KIRKLAND, P.A.

  
Robert W. Hendrickson, III

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TALLAHASSEE, FLORIDA

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RWH:kes  
Enclosures

ARTICLES OF DISSOLUTION  
FOR  
PALMER SQUARE DEVELOPMENT COMPANY, L.L.C.

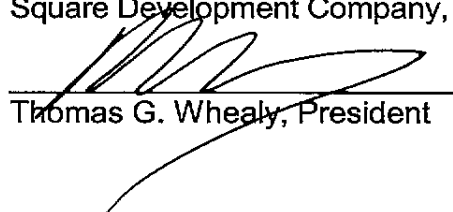
Pursuant to Section 608.445, Florida Statutes (2004), the undersigned, constituting all of the Members of Palmer Square Development Company, L.L.C., a Florida limited liability company, hereby sets forth and states that:

1. The name of the limited liability company is Palmer Square Development Company, L.L.C., a Florida limited liability company (the "Company").
2. The Company has sold all of its assets and has collected and distributed the proceeds thereof. This is an event which requires dissolution of the Company pursuant to Paragraph 9.1 of the Operating Agreement for the Company.
3. All debts, obligations, and liabilities of the Company have been paid or discharged.
4. All remaining property and assets of the Company have been distributed among its Members in accordance with their respective rights and interests.
5. There are no suits pending against the Company in any court.
6. The dissolution of the Company shall be effective as of December 31, 2004.
7. Dissolution of the Company has been authorized by that certain Action by Written Consent executed by all of the Members of the Company. A true copy of the Action by Written Consent is attached hereto as Exhibit "A". Pursuant to the Action by Written Consent, all of the Members have expressly authorized the Manager of the Company to execute and file these Articles of Dissolution with the Florida Department Of State.

WHEREFORE, the undersigned Manager of the Company has executed these Articles of Dissolution for the purpose of dissolving the Company as set forth herein.

SUNNYLEA CORPORATION,  
In its capacity as sole manager of Palmer  
Square Development Company, L.L.C.

By:

  
Thomas G. Whealy, President

FILED  
2004 DEC 31 PM 4:05  
CLERK OF STATE  
TALLAHASSEE FLORIDA

ACTION BY WRITTEN CONSENT IN LIEU OF A  
SPECIAL MEETING OF THE  
MEMBERS OF  
PALMER SQUARE DEVELOPMENT COMPANY, L.L.C.

The undersigned, being all of the Members of Palmer Square Development Company, L.L.C. (the "Company"), hereby take and adopt the following actions in writing and without a meeting in lieu of a special meeting of the Members:

WHEREAS, the Company has disposed of all of its assets with the exception of a 71.25% interest in Developers at Palmer Square, LLC; and

WHEREAS, the Company has no remaining debts, obligations, or liabilities except invoices for professional services associated with winding up and liquidating the business and affairs of the Company; and

WHEREAS, the Members of the Company desire to provide for the in kind distribution of the Company's interest in Developers at Palmer Square, LLC, and to authorize the dissolution of the Company; it is:

RESOLVED, that the Company's 71.25% interest in Developers at Palmer Square, LLC shall be distributed in kind to the Members in the following percentages:

D.B.S., Ltd., LLLP	16.67%
Alkin (Florida) Corporation	16.67%
Glenelda Properties, Inc.,	38.66%
Valley Company, LLC	14%
E. C. Goldin Enterprises, LLC	<u>14%</u>
	100.00%

and it is:

RESOLVED FURTHER, the Manager of the Company is hereby authorized and directed to take any and all action necessary or appropriate to wind up and liquidate the business and affairs of the Company specifically including, without limitation, disposing of the Company's remaining property and assets, discharging or making provisions for the discharge of the Company's remaining liabilities, and filing such final documents as may be appropriate to liquidate and dissolve the Company.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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EXHIBIT

A

12/18/2004 16:38 FAX 519 433 6982

DECADE CORPORATION

15-12-04; 5:36PM; N. M. DAY'S CORP LTD

1416 444 6546

0003

# 3/

12/13/2004 18:05 FAX 519 433 6982

DECADE CORPORATION

12/13/2004

10:55

HARRISON, HENDRICKSON, KIRKLAND → 15194336982

0003/003

NO.227 003

The foregoing constitutes a complete record of actions taken by the Members of the Company effective as of the date the last Member signs this Action by Written Consent.

D.B.S. LTD., LLLP

BY: Royal York Corporation - General Partner

By: 

Thomas G. Whealy, President

Dated this 13<sup>th</sup> day of  
December, 2004

ALKIN (FLORIDA) CORPORATION

By: 

its: 

Dated this 13 day of  
December, 2004

GLENELDA PROPERTIES, INC.

By: 

its: 

Dated this 15 day of  
Dec, 2004

VALLEY COMPANY, LLC

By: \_\_\_\_\_

its: \_\_\_\_\_

Dated this \_\_\_\_\_ day of  
\_\_\_\_\_, 2004

E. C. GOLDIN ENTERPRISES, LLC

By: \_\_\_\_\_

its: \_\_\_\_\_

Dated this \_\_\_\_\_ day of  
\_\_\_\_\_, 2004

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TALLAHASSEE, FLORIDA

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12/16/2004 16:38 FAX 519 433 6982  
12/14/2004 09:55 51943325351

DECADE CORPORATION

0004

PAGE 03

0003/003

NO. 227 603

12/13/2004 16:06 FAX 519 433 6982

DECADE CORPORATION

12/13/2004 16:55 HARRISON, HENDRICKSON, KIRKLAND - 15194336562

The foregoing constitutes a complete record of actions taken by the Members of the Company effective as of the date the last Member signs this Action by Written Consent.

D.B.S. LTD., LLP

BY: Royal York Corporation - General Partner

By: 

Thomas G. Whealy, President

Dated this 11 day of  
December, 2004

ALKIN (FLORIDA) CORPORATION

By: 

Its: 

Dated this 13 day of  
December, 2004

GLENELDA PROPERTIES, INC.

By: \_\_\_\_\_

Its: \_\_\_\_\_

Dated this \_\_\_\_\_ day of  
\_\_\_\_\_, 2004

VALLEY COMPANY, LLC

By: 

Its: \_\_\_\_\_

Dated this 14 day of  
December, 2004

E. C. GOLDIN ENTERPRISES, LLC

By: \_\_\_\_\_

Its: \_\_\_\_\_

Dated this \_\_\_\_\_ day of  
\_\_\_\_\_, 2004

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TALLAHASSEE, FLORIDA

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12/18/2004 16:38 FAX 519 433 6982

DECADE CORPORATION

12-18-04: 8:54AM: POINTS INTERNATIONAL  
12/18/2004 16:12 FAX 519 433 6982

DECADE CORPORATION

12/13/2004 10:55

HARRISON, HENDRICKSON, KIRKLAND + 15194336982

005

003/003

NO. 227 023

The foregoing constitutes a complete record of actions taken by the Members of the Company effective as of the date the last Member signs this Action by Written Consent.

D.B.S. LTD., LLLP

BY: Royal York Corporation - General Partner

By: 

Thomas G. Whealy, President

Dated this 13<sup>th</sup> day of  
December, 2004

ALKIN (FLORIDA) CORPORATION

By: 

its: MB

Dated this 13 day of  
December, 2004

GLENELDA PROPERTIES, INC.

By: \_\_\_\_\_

its: \_\_\_\_\_

Dated this \_\_\_\_\_ day of  
\_\_\_\_\_, 2004

VALLEY COMPANY, LLC

By: \_\_\_\_\_

its: \_\_\_\_\_

Dated this \_\_\_\_\_ day of  
\_\_\_\_\_, 2004

E. C. GOLDIN ENTERPRISES, LLC

By: 

its: General Partner

Dated this 14<sup>th</sup> day of  
December, 2004

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA