

L06541

SPACE PLACE MANAGEMENT, INC.

5401 Maggiore Street Coral Gables, FL 33146
Ph & Fx: 305-667-4888

200002344432--4
-11/12/97--01047--016
*****35.00 *****35.00

Via Federal Express

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

Re: **Dissolution**

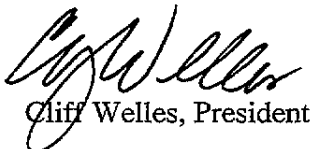
Dear Sir or Madam:

We have enclosed Articles of Dissolution for Space Place Management, Inc. which served its sole purpose as General Partner for Space Place Partners, Ltd., a registered Florida limited partnership.

A commercial property in Ft. Myers that was the sole asset of the Partnership was sold on March 15, 1997. The partnership ceased operations on that date and the General Partner has distributed all assets to the partners as of September 30, 1997 and also ceased operations. The partnership therefore did not renew its registration with your office, as it has been terminated as of that date.

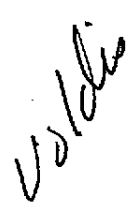
If you have questions, please contact the undersigned sole share-holder of the company at the letterhead address.

Sincerely,


Cliff Welles, President

Enclosure

FILED
97 NOV 12 AM 10:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 OCT 31 AM 8:19
DIVISION OF CORPORATIONS

TLL NOV 14 1997



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 3, 1997

CLIFF WELLES, PRESIDENT
SPACE PLACE MANAGEMENT, INC.
5401 MAGGIORE STREET
CORAL GABLES, FL 33146

SUBJECT: SPACE PLACE MANAGEMENT, INC.
Ref. Number: L06541

We have received your document for SPACE PLACE MANAGEMENT, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$35.00.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 997A00053041

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97 NOV 12 AM 10:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION

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

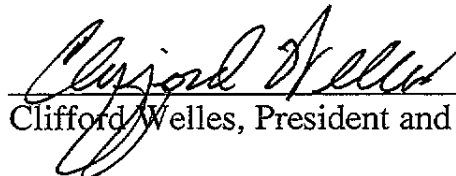
FIRST: The name of the corporation is **Space Place Management, Inc.** whose address is 5401 Maggiore Street, Coral Gabels, FL 33146, phone/fax 305-667-4888.

SECOND: The date dissolution was authorized was March 31, 1997.

THIRD: Adoption of Dissolution

Dissolution was approved by the undersigned sole shareholder, whose vote was sufficient for approval.

Signed this 30th day of September, 1997


Clifford Welles, President and Sole Share-holder