

1/6/2012 5:04 PM

GM-FT FAX --> 850-617-6383 Greenspoon Marder, P.A.

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Account Number : 076064003722  
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**LLC DISSOLUTION OR WITHDRAWAL  
IDB PROPERTY HOLDINGS (F.F.) LLC**

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JAN 10 2012

# Fax Message

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**To:** FLORIDA SECRETARY OF STATE

**Fax:** 18506176383

**From:** Michelle Narea-Popu  
Greenspoon Marder, P.A.

**Date:** 1/6/2012 5:04 PM

**Pages:** 1 of 6 (including this page)

**Subject:** IDB DISSOLUTION

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TALLAHASSEE, FLORIDA

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**ARTICLES OF DISSOLUTION OF  
IDB PROPERTY HOLDINGS (F.F.) LLC  
A FLORIDA LIMITED LIABILITY COMPANY**

**PURSUANT** to Section 608.445 of the Florida Statutes, the undersigned company adopts these Articles of Dissolution.

**FIRST:** The name of the company is IDB PROPERTY HOLDINGS (F.F.) LLC, a Florida limited liability company.

**SECOND:** The dissolution was authorized by unanimous written consent of the company's members and managers effective as of December 21, 2011.

**THIRD:** Approval by the sole member for dissolution was by unanimous consent, which is sufficient for approval.

**FOURTH:** A written consent to dissolution of the company, entitled Agreement and Plan for Dissolution and Liquidation of IDB PROPERTY HOLDINGS (F.F.) LLC, has been signed by the sole member and manager of the company and is attached hereto and made a part hereof as Exhibit "A".

**FIFTH:** All property, if any, of the limited liability company, will be used to satisfy debts, obligations and liabilities of the limited liability company. All remaining property, if any, will be distributed among its members in accordance with their respective rights and interests.

**SIXTH:** There are no suits pending against the limited liability company or adequate provision has been made, pursuant to insurance or the procedures described in Section 608.4421, for the satisfaction of any judgment, order or decree which may be entered against it in any pending suit.

IDB REAL ESTATE HOLDINGS, INC.,  
a New Jersey corporation, Sole Member and  
Manager

By:   
Richard Miller, First Vice President

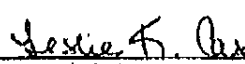
STATE OF NEW YORK

COUNTY OF NEW YORK

The foregoing instrument was sworn to and acknowledged before me this 4<sup>th</sup> day of January, 2012, by Richard Miller, First Vice President of IDB REAL ESTATE HOLDINGS, INC., on behalf of the company. He [x] is personally known to me, or [ ] has produced \_\_\_\_\_ as identification.

My Commission Expires: November 10, 2014

7608390 v1

  
Notary Public

LESLIE K. OASE  
Notary Public, State of New York  
No. 02CA4678845  
Qualified in New York County  
Commission Expires Nov. 10, 2014

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**EXHIBIT "A"****AGREEMENT AND PLAN FOR DISSOLUTION AND  
LIQUIDATION OF IDB PROPERTY HOLDINGS (F.F.) LLC**

WHEREAS, the undersigned, being the sole member and manager of IDB PROPERTY HOLDINGS (F.F.) LLC, a Florida limited liability company organized under the laws of the State of Florida, has determined that it would be advisable and in the best interests of the company and its members for the company to be dissolved, and hereby take the following actions by written consent in lieu of a Special Meeting pursuant to Section 608.441 of the Florida Limited Liability Company;

NOW, THEREFORE, be it:

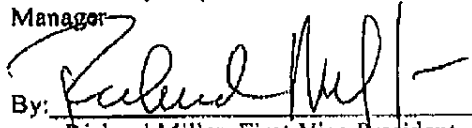
1. RESOLVED that effective as of December 21, 2011, the members of IDB Property Holdings (F.F.) LLC, hereby consent to the dissolution of the company and to its liquidation pursuant to the Internal Revenue Code of 1986, as amended, and as the company's accountant deems advisable;
2. RESOLVED FURTHER, that the managers and members of IDB Property Holdings (F.F.) LLC are authorized and directed to take all actions necessary to wind up the affairs of the company, including the lease, sale, conveyance, or assignment of any or all of the company's assets and to execute any documents or instruments necessary and incident thereto;
3. RESOLVED FURTHER, that the managers and members of IDB Property Holdings (F.F.) LLC are authorized and directed to apply the assets, in cash or in kind, of the company to the payment of its known debts and obligations, and after disposing of the assets of the company and making suitable provisions for the payment of all of its known debts, the members and managers are authorized and directed to distribute the remainder of the company's assets, if any, to the members, in cash or in kind, according to their respective rights and interests;
4. RESOLVED FURTHER, that Thomas P. Kehrer, is appointed trustee in liquidation, and that the members and managers are hereby authorized and required to execute all documents, instruments, reports, tax returns, certificates, and affidavits required by any federal, state or local government in connection with or by reason of the liquidation and dissolution of IDB Property Holdings (F.F.) LLC or on behalf of the company, including U.S. Treasury Department Form 966, and Articles of Dissolution with the Florida Secretary of State;
5. RESOLVED FURTHER, that on completion of all liquidation actions, the members and managers of the company are hereby authorized and required to file all documents required by law to complete the winding up of the affairs and the dissolution of the company, including but not limited to the procedures described in Section 608.4421 of the Florida Statutes.

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IN WITNESS WHEREOF, the undersigned have hereunto signed and sealed this instrument.

EXECUTED this 4<sup>th</sup> day of January, 2012.

IDB REAL ESTATE HOLDINGS, INC.,  
a New Jersey corporation, Sole Member and  
Manager

By:   
Richard Miller, First Vice President

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