

L34614

HARTER, SECREST & EMERY LLP
ATTORNEYS AT LAW

800 Laurel Oak Drive, Suite 400
Naples, Florida 34108-2738
941-598-4444

700 Midtown Tower
Rochester, New York 14604-2070
716-232-6500

One Marine Midland Center, Suite 3550
Buffalo, New York 14203-2884
716-853-1616

A LIMITED LIABILITY PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

6719 WINKLER ROAD, SUITE 121
FORT MYERS, FLORIDA 33919-7200
941-489-1774
Fax 941-489-1784

431 East Fayette Street
Syracuse, New York 13202-1919
315-474-4000

111 Washington Avenue, Suite 206
Albany, New York 12210-2206
518-434-4377

June 23, 1998

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

Re: CYPRESS ENCLAVE CORP.

Gentlemen:

Enclosed please find the original and one copy of Articles of Amendment for the above, along with a check in the amount of \$35.00, to cover the filing fee.

When filed, please return the filing receipt and a stamped copy to the undersigned.

Thank you for your assistance.

Very truly yours,



Dennis J. Lumsden

EFFECTIVE DATE
6/30/98

FILED
98 JUN 26 AM 11:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

600002573776--2
-06/26/98--01086--014
*****35.00 *****35.00

Uoldis


VS JUL 10 1998

ARTICLES OF DISSOLUTION
-of-
CYPRESS ENCLAVE CORP.

The undersigned, being the President and Secretary of **CYPRESS ENCLAVE CORP.** hereby certify that:

1. The name of the Corporation is **CYPRESS ENCLAVE CORP.**
2. The manner in which these Articles of Dissolution was authorized, was by the Written Consent of the holders of all of the issued and outstanding voting shares of the Corporation, effective May 20, 1998, pursuant to Section 607.1402(6) and 607.0704 of the Florida Business Corporation Act.
3. **CYPRESS ENCLAVE CORP.** is dissolved, effective June 30, 1998, as authorized by Section 607.1403 and 607.0123(2) of the Florida Business Corporation Act.

IN WITNESS WHEREOF, we have executed these **ARTICLES OF DISSOLUTION** this 21st day of May, 1998.



Dennis J. Lumsden, President



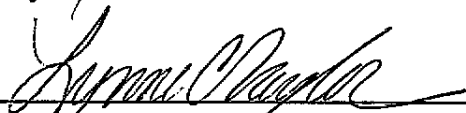
Lynne C. Taylor, Secretary

APPROVAL BY PRESENT COMMON SHAREHOLDERS

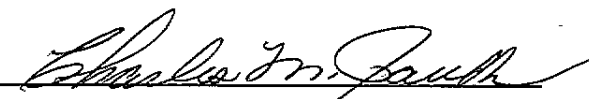
The undersigned are the holders of all of the issued and outstanding shares of Common Stock of **CYPRESS ENCLAVE CORP.**, and are executing the foregoing Certificate to evidence their approval of the Dissolution of the Corporation, and the filing of this Certificate of Dissolution, pursuant to Section 607.1403 of the Florida Business Corporation Act. This approval is effective May 20, 1998.



Roy LeCrone



Lynne C. Taylor



Charles M. Paulk



Dennis J. Lumsden

FILED
98 JUN 26 AM 11:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
6/30/98