

L99 0000000036

 KILPATRICK  
STOCKTON LLP  
Attorneys at Law

Suite 2800 1100 Peachtree St.  
Atlanta GA 30309-4530  
t 404 815 6500 f 404 815 6555  
www.KilpatrickStockton.com

April 2, 2002

direct dial 404 815 6263  
direct fax 404 541 3337  
CPetersson@KilpatrickStockton.com

BY FEDERAL EXPRESS

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

100005190691--4  
-04/04/02--01007--010  
\*\*\*\*\*25.00 \*\*\*\*\*25.00

Re: Dissolution of Omni Capital, LLC

Dear Madam or Sir:

I am enclosing the original of the articles of dissolution for Omni Capital, LLC, dated as of January 1, 2002, together with the consent of the sole member of the company to its dissolution. Please file the enclosed articles of dissolution and return certificate of dissolution to me at your earliest convenience. I am also enclosing my firm's check No. 294994 in the amount of \$25.00 as payment for the filing fee.

FILED  
02 APR -3 PM 3:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Thank you for your attention to my request.

Yours sincerely,



Ceil G. Petersson  
Paralegal

CGP/  
Enclosures

L99-36  
CR

## ARTICLES OF DISSOLUTION

FOR

OMNI CAPITAL, LLC

Pursuant to Section 608.445 of the Florida limited Liability Company Act (the "Act"), the undersigned Limited Liability Company (the "Company") submits the following Articles of Dissolution:

1.

The name of the Company is OMNI CAPITAL, LLC.

2.

The dissolution of the Company was duly approved by the sole Member of the Company in accordance with Section 608.441 of the Act and the Operating Agreement of the Company.

3.

All known debts, liabilities and obligations of the Company have been paid and discharged, or adequate provision has been made therefor.

4.

All the remaining property and assets of the Company have been distributed to its sole Member in accordance with their respective rights and interests.

5.

There are no actions pending against the Company in any court, or adequate provision has been made for the satisfaction of any judgment, order, or decree which may be entered against it in any pending action.

6.

The dissolution of the Company shall become effective upon the filing of these Articles of Dissolution with the Secretary of the State of Florida.

02 APR - 2 PM 3:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

IN WITNESS WHEREOF, the Company has caused these Articles of Dissolution to be executed by its authorized officer, as of the 1st day of January, 2002.

OMNI CAPITAL, LLC

By: Omni Capital, Inc., its Manager

By: Michael Weinberg  
Michael Weinberg, President

FILED

02 APR -3 PM 3:54

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**WRITTEN CONSENT OF THE SOLE MEMBER**

**OF**

**OMNI CAPITAL, LLC**

The undersigned, being the sole Member of Omni Capital, LLC, a Florida limited liability company (the "Company"), does hereby unanimously consent to the adoption of, and does hereby adopt, the following resolutions:

WHEREAS, the undersigned deems it to be in its best interest that the Company be completed dissolved and liquidated;

BE IT RESOLVED, that the Company shall cease the active conduct of its business and affairs, except insofar as may be necessary or appropriate for the winding up thereof, and shall proceed to collect its assets, convey and dispose of such of its properties as are not to be distributed in kind to its Member, pay, satisfy and discharge its liabilities and obligations, and do all other acts required to liquidate its business and affairs.

BE IT FURTHER RESOLVED, that the Manager of the Company is hereby authorized, empowered and directed to take all actions and to execute and file all documents which they necessary or advisable to accomplish the complete liquidation and dissolution of the Company.

Dated as of the 1st day of January, 2002.

MEMBER:

AVANTI PROPERTY CORPORATION

By:

Charles Schwartz  
Charles Schwartz, President

APR -3 PM 3:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED