

M22567

FDIC

Federal Deposit Insurance Corporation

5080 Spectrum Dr., Suite 400W, Dallas, Texas 75248 • (214) 788-7698  
Southwest Service Center

Legal Division

Office of Lela Clifton, CLA 972-788-7519

October 16, 1997

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

300002323153--0  
-10/17/97--01074--012  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Re: Dissolution - 101 Real Estate Corp.

Gentlemen:

Enclosed for filing is an original and one copy of the Articles of Dissolution of 101 Real Estate Corp. Also enclosed is a check in the amount of \$87.50 to cover the costs of filing and certified copy fees. Please return one certified copy to my attention.

If you have any questions, please call me at (972) 788-7519.

Very truly yours,

*Lela Clifton*  
Lela L. Clifton, CLA  
Paralegal Specialist

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OCT 17 1997

APPROVED  
FILED

/llc  
Enclosures

*CM*  
*Vol diss of 101*  
*7/18*  
*M 22567*  
*100 cert copy*

ARTICLES OF DISSOLUTION  
OF

101 REAL ESTATE, CORP.

I.

The name of the Corporation is 101 REAL ESTATE CORP. (the "Corporation").

II.

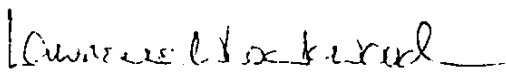
Dissolution of the Corporation was authorized on July 14, 1997, by unanimous vote of the directors of the Corporation and by the sole shareholder of the Corporation, which is sufficient for approval of the dissolution.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution this 14<sup>th</sup> day of July, 1997.

101 REAL ESTATE CORP.

BY:   
Patricia J. Ray, President

ATTEST:

BY:   
Lawrence W. Lockwood, Secretary

SECRET  
TALLAHASSEE, FLORIDA

5/17/97 11:19:41

ATTEST  
LAWSON

**CERTIFICATE OF THE SECRETARY**  
**OF 101 REAL ESTATE CORP.**

I, the undersigned, hereby state that I am the duly elected Secretary of 101 REAL ESTATE CORP., a corporation organized and existing under the laws of the State of Florida (the "Corporation") and hereby certify:

1. That the following is a true and correct copy of the resolutions adopted by Joint Unanimous Written Consent of the Sole Shareholder and Directors of the Corporation on the 14<sup>th</sup> day of July, 1997, and entered in the regular Minute Book of the Corporation.

RESOLVED, that the Corporation has determined that its limited partnership interests in the partnerships known as C.P. Retail, LTD. and C.P. Tower, LTD., have no value and that it is in the best interest of the Corporation and its shareholder to give its consent to the dissolution of the partnerships. Alternatively, the Corporation is authorized to assign and transfer its interests to the general partner of the partnerships.

FURTHER RESOLVED, by the Sole Shareholder and the Directors, that it is in the best interest of the Corporation that it be wound up, liquidated, and voluntarily dissolved in accordance with the provisions of Section 607.1402, Florida Statutes, and either Section 331 or 332 of the Internal Revenue Code of 1986, as amended, whichever is applicable.

FURTHER RESOLVED, that the following Plan of Complete Liquidation and Dissolution is hereby authorized and approved:

The President and Vice President, or either of them, are hereby authorized and instructed to file Articles of Dissolution with the Florida Department of State and to pay the appropriate filing fee to effect such dissolution. Such dissolution shall be effective upon filing of said Articles of Dissolution.

The Corporation shall not carry on or engage in any business activity except that appropriate to wind up and liquidate its business and affairs;

The officers of the Corporation are and each one of them hereby is authorized, acting for, in the name and on behalf of the Corporation, to make, execute, file, acknowledge, certify, issue and deliver any documents, agreements or instruments and to take any other actions deemed appropriate to effect such dissolution, including, but not limited to: (a) collecting

the Corporation's assets; (b) consenting to the dissolution of the partnerships, CP Retail, LTD. and CP Tower, LTD., or alternatively transferring the Corporation's interests in said partnerships to the general partner, or abandoning the Corporation's interest, and disposing of the Corporation's remaining other property that will not be distributed in kind to the shareholder; (c) delivering to each of the Corporation's known claimants, if any, written notice of the dissolution pursuant to Section 607.1406, Florida Statutes; (d) discharging or making provision for discharging the liabilities of the Corporation to the extent of available assets; (e) distributing the Corporation's remaining property, if any, to its shareholder in complete liquidation and redemption of all outstanding stock in accordance with Internal Revenue Code §331 or §332, whichever is deemed most beneficial to the Sole Shareholder, provided that the final distribution shall be made no later than three (3) years from the end of the current tax year; (f) filing appropriate forms with the Internal Revenue Service, including, but not limited to Form 966; and (g) doing every other act necessary to wind up and liquidate the business and affairs of the Corporation.

The transfer and assignment of any and all interest of the Corporation in any other remaining or discovered assets to the Corporation shall be to the Shareholder.

FURTHER RESOLVED, that any act taken or deed done by any director, officer or agent of the Corporation in accordance with these resolutions is hereby approved, ratified, affirmed and adopted; and that the directors, officers and agents of the Corporation are hereby authorized to take and do such further acts and deeds, and to execute and deliver, for and in the name of the Corporation, such other documents, papers and instruments as are deemed to be necessary, appropriate, advisable or required in order to effectuate the purpose and intent of these resolutions and to consummate the actions contemplated by these resolutions, and the taking of any such acts and deeds, and the execution and delivery of any such documents, papers and instruments is hereby approved, ratified, affirmed and adopted;

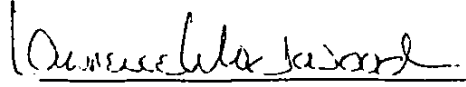
FURTHER RESOLVED, that the Secretary or any Assistant Secretary of the Corporation is authorized to countersign or attest the signature of any other officer under any and all such agreements, documents, papers and instruments and to affix the corporate seal thereto and to attest the same (provided that no countersignature, attestation or seal shall be required to make such document effective, valid, binding or enforceable), and the Secretary or any Assistant Secretary of the Corporation is further authorized and empowered to certify to the passage of the foregoing resolutions;

FURTHER RESOLVED, that this Joint Unanimous Written Consent may be executed in two or more counterparts, each of which is

to be deemed an original, but all of which, together, constitute one and the same instrument; and this consent shall be effective upon execution of counterparts by all of the directors and the sole shareholder of the Corporation. The Secretary of the Corporation is hereby instructed to file this consent with the minutes of the proceedings of the Corporation.

2. That the foregoing resolutions are now in full force and effect and have not been revoked; and

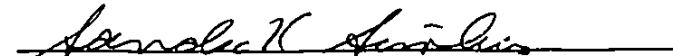
3. That the Board of Directors of the Corporation has, and at the time of the adoption of these resolutions had, full power and lawful authority to adopt the resolutions and confer the powers thereby granted to the persons therein named.

  
Lawrence W. Lockwood  
Secretary

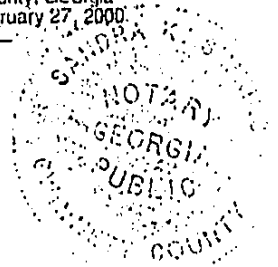
STATE OF GEORGIA     )  
                                  )  
COUNTY OF FULTON    )

On this 14th day of July, 1997, in the said County of Fulton, before me, a Notary Public duly commissioned and qualified in and for the state and county aforesaid, personally appeared **Lawrence W. Lockwood**, personally known to me, and known to me to be the person described in and who executed the foregoing certificate, and acknowledged to me that he executed the same; and being by me duly sworn, did depose and said that he is the Secretary of **101 REAL ESTATE CORP.**; that, as such officer, he keeps the corporate minute books and seal of the said Corporation; and that the foregoing certificate is true to the best of his own knowledge.

Subscribed and sworn to before me this 14th day of July, 1997.

  
Notary Public     **SANDRA K. SIMKINS**

My commission expires \_\_\_\_\_  
Notary Public, Gwinnett County, Georgia  
My Commission Expires February 27, 2000.



**JOINT UNANIMOUS WRITTEN CONSENT  
OF THE  
SOLE SHAREHOLDER AND BOARD OF DIRECTORS  
OF  
101 REAL ESTATE CORP.**

THE UNDERSIGNED, being the Sole Shareholder and all of the Directors of 101 REAL ESTATE CORP., a Florida corporation (the "Corporation"), hereby waive any all required notice, and consent to and adopt the following resolutions and actions taken without a meeting, this instrument to have the same force and effect as if the actions had been taken at timely called special meetings of the Sole Shareholder and the Board of Directors, pursuant to the authority of Sections 607.0704, 607.0821 and 607.1402, Florida Statutes.

RESOLVED, that the Corporation has determined that its limited partnership interests in the partnerships known as C.P. Retail, LTD. and C.P. Tower, LTD., have no value and that it is in the best interest of the Corporation and its shareholder to give its consent to the dissolution of the partnerships. Alternatively, the Corporation is authorized to assign and transfer its interests to the general partner of the partnerships.

FURTHER RESOLVED, by the Sole Shareholder and the Directors, that it is in the best interest of the Corporation that it be wound up, liquidated, and voluntarily dissolved in accordance with the provisions of Section 607.1402, Florida Statutes, and either Section 331 or 332 of the Internal Revenue Code of 1986, as amended, whichever is applicable.

FURTHER RESOLVED, that the following Plan of Complete Liquidation and Dissolution is hereby authorized and approved:

The President and Vice President, or either of them, are hereby authorized and instructed to file Articles of Dissolution with the Florida Department of State and to pay the appropriate filing fee to effect such dissolution. Such dissolution shall be effective upon filing of said Articles of Dissolution.

The Corporation shall not carry on or engage in any business activity except that appropriate to wind up and liquidate its business and affairs;

The officers of the Corporation are and each one of them hereby is authorized, acting for, in the name and on behalf of the Corporation, to make, execute, file, acknowledge, certify, issue and deliver any documents, agreements or instruments and to take any other actions deemed appropriate to effect such dissolution, including, but not limited to: (a) collecting the Corporation's assets; (b) consenting to the dissolution of

the partnerships, CP Retail, LTD. and CP Tower, LTD., or alternatively transferring the Corporation's interests in said partnerships to the general partner, or abandoning the Corporation's interest, and disposing of the Corporation's remaining other property that will not be distributed in kind to the shareholder; (c) delivering to each of the Corporation's known claimants, if any, written notice of the dissolution pursuant to Section 607.1406, Florida Statutes; (d) discharging or making provision for discharging the liabilities of the Corporation to the extent of available assets; (e) distributing the Corporation's remaining property, if any, to its shareholder in complete liquidation and redemption of all outstanding stock in accordance with Internal Revenue Code §331 or §332, whichever is deemed most beneficial to the Sole Shareholder, provided that the final distribution shall be made no later than three (3) years from the end of the current tax year; (f) filing appropriate forms with the Internal Revenue Service, including, but not limited to Form 966; and (g) doing every other act necessary to wind up and liquidate the business and affairs of the Corporation.

The transfer and assignment of any and all interest of the Corporation in any other remaining or discovered assets to the Corporation shall be to the Shareholder.

FURTHER RESOLVED, that any act taken or deed done by any director, officer or agent of the Corporation in accordance with these resolutions is hereby approved, ratified, affirmed and adopted; and that the directors, officers and agents of the Corporation are hereby authorized to take and do such further acts and deeds, and to execute and deliver, for and in the name of the Corporation, such other documents, papers and instruments as are deemed to be necessary, appropriate, advisable or required in order to effectuate the purpose and intent of these resolutions and to consummate the actions contemplated by these resolutions, and the taking of any such acts and deeds, and the execution and delivery of any such documents, papers and instruments is hereby approved, ratified, affirmed and adopted;

FURTHER RESOLVED, that the Secretary or any Assistant Secretary of the Corporation is authorized to countersign or attest the signature of any other officer under any and all such agreements, documents, papers and instruments and to affix the corporate seal thereto and to attest the same (provided that no countersignature, attestation or seal shall be required to make such document effective, valid, binding or enforceable), and the Secretary or any Assistant Secretary of the Corporation is further authorized and empowered to certify to the passage of the foregoing resolutions;

FURTHER RESOLVED, that this Joint Unanimous Written Consent may be executed in two or more counterparts, each of which is to be deemed an original, but all of which, together,

constitute one and the same instrument; and this consent shall be effective upon execution of counterparts by all of the Directors and the Sole Shareholder of the Corporation. The Secretary of the Corporation is hereby instructed to file this consent with the minutes of the proceedings of the Corporation.

**THIS JOINT UNANIMOUS WRITTEN CONSENT**, signed and dated by the Sole Shareholder and all of the Directors of the Corporation on this 14, day of July, 1997.

SOLE SHAREHOLDER:

FEDERAL DEPOSIT INSURANCE  
CORPORATION, as Receiver for  
CENTRUST FEDERAL SAVINGS BANK

By: *[Signature]*  
Its: Attorney-In-Fact

DIRECTORS:

*[Signature]*  
Charles P. Farrell, Jr.

*[Signature]*  
Patricia J. Ray

*[Signature]*  
F. Charles Clark

*[Signature]*  
Lawrence W. Lockwood