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**WALTON LANTAFF SCHROEDER & CARSON**

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LA PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS  
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January 10, 1997

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MILLER WALTON (1901-1987)  
WILLIAM C. LANTAFF (1913-1970)  
LAURENCE A. SCHROEDER (1907-1986)

Corporate Records Bureau  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32301  
Tallahassee, Florida 32314

400002059584--5  
-01/16/97--01003--005  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Re: South Dade Land Corporation  
Articles of Dissolution  
Our File No. 1001-5.4

Gentlemen:

On behalf of the above referenced corporation, I enclose herewith original and one (1) white copy of the executed, notarized Articles of Dissolution together with our firm check in the amount of \$87.50.

Please cause the original copy of the Articles of Dissolution to be filed among the corporate records of the State of Florida. Please return the white copy to the undersigned, together with your certificate that this is a certified copy of the original Articles of Dissolution.

The check enclosed herein is in payment of the following fees or charges:

Filing Fee	\$35.00
Certified Copy Fee	52.50
TOTAL	\$87.50

Thank you for your attention to this matter.

Very truly yours,

*Charles P. Sacher*  
Charles P. Sacher

CPS:kah  
Enclosures  
cc: Mr. James S. Humble

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 JAN 15 PM 1:55  
JAN 22 1997

ARTICLES OF DISSOLUTION

STATE OF FLORIDA  
COUNTY OF DADE

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JAN 15 PM 1:55

The undersigned, as President and Secretary of SOUTH DADE LAND CORPORATION, a stock corporation organized under the Laws of the State of Florida, does hereby, for the purpose of complying with the provisions of Section 607.1402, F.S., and §331 of the Internal Revenue Code, in relation to the voluntary dissolutions of corporations, make and attest these Articles and incorporate therein the resolutions of the Directors and Stockholders of SOUTH DADE LAND CORPORATION for dissolution, and certify as follows:

1. The name of the Corporation is SOUTH DADE LAND CORPORATION.

2. The names, titles and post office addresses of the officers of the Corporation are:

<u>Office</u>	<u>Name</u>	<u>Address</u>
PRESIDENT	PAUL DIMARE	P.O. BOX 900460, HOMESTEAD, FL 33090
VICE-PRES.	ROSARIO STRANO	P.O. BOX 3964, FLORIDA CITY, FL 33034
VICE-PRES.	STEPHEN TORCISE	P.O. BOX 3004, FLORIDA CITY, FL 33034
SECRETARY	RALPH IORI	P.O. BOX 3005, FLORIDA CITY, FL 33034
TREASURER	FRANK SAPP	973 N.W. 9TH ST., HOMESTEAD, FL 33030

3. The name and post office address of its Directors is as follows:

<u>Name</u>	<u>Address</u>
STEPHEN TORCISE	P.O. BOX 3004, FLORIDA CITY, FL 33034
ROSARIO STRANO	P.O. BOX 3964, FLORIDA CITY, FL 33034
PAUL DIMARE	P.O. BOX 900460, HOMESTEAD, FL 33090
RALPH IORI	P.O. BOX 3005, FLORIDA CITY, FL 33034

FRANK SAPP

973 N.W. 9TH ST., HOMESTEAD, FL 33030

4. That all debts, obligations, and liabilities of the Corporation have been paid, or that adequate provision has been made therefor.

5. That the remaining assets of the Corporation have been distributed to the Stockholders of the Corporation.

6. That there are no actions pending against the Corporation in any Court.

7. That in accordance with the provisions of 607.1402(6), Florida Statutes, the Corporation's Stockholders have unanimously executed a written consent effective April 8, 1996 in the following form:

RESOLVED, that the Board of Directors of the Corporation determine that it is in the best interests of the Corporation to liquidate in accordance with the provisions of Section 607.257, Florida Statutes, and Section 331 of the Internal Revenue Code of 1986; and

BE IT FURTHER RESOLVED, that a Plan of Liquidation be, and it hereby is, formulated to effect such liquidation and dissolution in accordance with the following resolutions; and

BE IT FURTHER RESOLVED, that James Humble, acting for and on behalf of the Corporation, be, and he hereby is, authorized to sell or otherwise liquidate any and all of the properties of the Corporation which in his judgment shall be sold or liquidated to facilitate the liquidation of the Corporation; and

BE IT FURTHER RESOLVED, that the Corporation shall pay, satisfy or discharge its obligations or make adequate provision for payment and discharge thereof; and

BE IT FURTHER RESOLVED, that the President and Secretary, acting for and on behalf of the Corporation be, and they hereby are, authorized and directed to take such actions as may be necessary to effect the liquidation and dissolution of the Corporation, including the filing of Articles of Dissolution with the Secretary of State of Florida, and filing of the final income tax return and all other notices with the Internal Revenue

Service and the Department of Revenue of the State of Florida, incident to the liquidation and dissolution of the Corporation; and

BE IT FURTHER RESOLVED, that the President of the Corporation, acting for and on behalf of the Corporation be, and he hereby is, authorized and directed to distribute all assets of the Corporation to the Stockholders thereof in proportion to their stock ownership, in complete liquidation of the Corporation, and to execute such Bills of Sale, Assignments, checks and other instruments of conveyance in connection therewith as may be necessary; and

BE IT FURTHER RESOLVED, that the President of the Corporation, acting for and on behalf of the Corporation be, and he hereby is, authorized and directed to take all such other actions as may be necessary or appropriate to effect the liquidation and dissolution of the Corporation; and

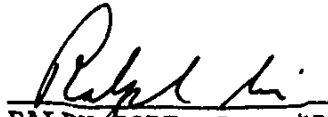
BE IT FURTHER RESOLVED, that the Stockholders of the Corporation do hereby unanimously consent to the sale of the Corporation's assets and to the liquidation and dissolution of the Corporation.

IN WITNESS WHEREOF, the President and Secretary of the Corporation have executed these Articles of Dissolution, this 26 day of November, 1996, at Florida City, Florida.

SOUTH DADE LAND CORPORATION, a Florida Corporation

  
PAUL DIMARE, President

(CORPORATE SEAL)

  
RALPH IORI, Secretary

BEFORE ME, the undersigned authority, personally appeared Paul DiMare, who, under oath, deposes and says that he is the President and Ralph Iori, who, under oath deposes and says that he is the

Secretary of SOUTH DADE LAND CORPORATION, and that they executed the foregoing Articles of Dissolution for the purposes therein expressed as their own free act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Florida City, Dade County, Florida, this 26 day of Nov., 1996.

A. Irene Marshall  
Notary Public

My Commission Expires:



A. IRENE MARSHALL  
My Comm Exp. 3/06/99  
Bonded By Service Ins  
No. CC442941

☒ Personally Known ☐ Other I.D.