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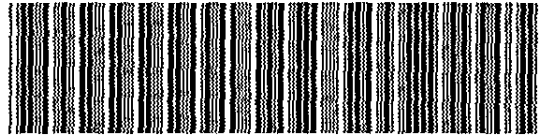
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Reply To:
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December 27, 2002

**VIA FEDEX OVERNIGHT
TRACKING #836062249280**

Florida Department of State
Division of Corporations
Amendment Section
409 E. Gaines Street
Tallahassee, Florida 32399

Re: **Articles of Dissolution of the Lani Kai Bay and Beach Condominium
Association, Inc.**

Dear Clerk:


Enclosed please find the following:

1. Articles of Dissolution of the Lani Kai Bay and Beach Condominium Association, Inc., a Florida not-for-profit corporation;
2. Resolution Adopting Plan of Distribution and Authorization of Sole Member, (including, incorporated in the text therein, the Plan of Distribution of the Assets of the Lani Kai Bay and Beach Condominium Association, Inc., Authorization of Sole Member and Corporate Officer's Certificate of Compliance pursuant to §617.1406(4) of the Florida Statutes);
3. A confirmed copy of Items Nos. 1 and 2 above for date-stamping upon filing and return to this office in the enclosed, postage prepaid, envelope;
4. Check payable to the Florida Department of State in the amount of \$43.75 in payment of the \$35.00 filing fee for Items Nos. 1 and 2 above, plus \$8.75 in payment for the Certificate of Dissolution to be issued by the Florida Department of State.

Florida Department of State
Division of Corporations
Amendment Section
December 27, 2002
Page 2

Please ensure that the enclosed documents are filed of record with the Florida Department of State on or before December 31, 2002. Thank you very much for your assistance with these requests. Please contact me if you have any questions regarding this letter.

Very truly yours,


William P. Kelly, Jr.
For the Firm

WPK/fcs

Enclosure (as stated)

cc: Robert Conidaris, President
Michael R. Whitt, Esquire
Joseph E. Adams, Esquire

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ARTICLES OF DISSOLUTION
OF THE
LANI KAI BAY AND BEACH
CONDOMINIUM ASSOCIATION, INC.
(A Not-For-Profit Corporation)

Pursuant to the provisions of Section 617.1403 of the Florida Statutes (2002), the undersigned Florida not-for-profit corporation adopts the following Articles of Dissolution for the purpose of dissolving the Lani Kai Bay and Beach Condominium Association, Inc.:

ARTICLE I.

The name of the corporation (hereinafter called the Association) is the Lani Kai Bay and Beach Condominium Association, Inc.

ARTICLE II.

Dissolution was authorized by unanimous vote of the Board of Directors on December 17, 2002 and by written Authorization of Sole Member of the Association, LKLB of Florida, Inc., a Florida corporation in conformance with Section 617.0701, Florida Statutes (2002).

ARTICLE III.

LKLB of Florida, Inc. is the sole owner of all condominium parcels and timeshare estates created by the Declaration of Condominium for Lani Kai Bay and Beach Resort, a Condominium, as recorded in the Official Records of Lee County, Florida, at O.R. Book 1679, Page 972, as amended. As Sole Member of the Association, LKLB of Florida, Inc., has consented, approved and authorized the dissolution of the Association as granted on December 17, 2002 by Robert Conidaris, as President of LKLB of Florida, Inc. The foregoing vote and consent authorizing dissolution is sufficient for approval of dissolution under the Florida Statutes.

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TALLAHASSEE, FLORIDA

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ARTICLE IV.

The Plan for Distribution of Assets approved by the Association, is attached hereto and incorporated herein for reference.

Dated this 17th day of December, 2002.

WITNESSES:

LANI KAI BAY AND BEACH
CONDOMINIUM ASSOCIATION, INC.

Carolyn Quinones
Signature
Carolyn Quinones
Print Name

By: [Signature]
Robert Conidaris, President

(SEAL)

[Signature]
Signature
Joni J. Linhart
Print Name

STATE OF FLORIDA:

: ss

COUNTY OF LEE :

The foregoing instrument was acknowledged before me this 17 day of December, 2002, by Robert Conidaris, who is President of the Lani Kai Bay and Beach Condominium Association, Inc., a not-for-profit corporation, who is personally known to me, or produced N/A as identification.

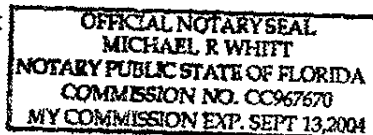
WITNESS my hand and official seal this 17 day of December, 2002,

NOTARY PUBLIC, STATE OF FLORIDA

By: Michael R. Whitt
Print Name: MICHAEL R. WHITT

My Commission Expires:

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**RESOLUTION ADOPTING PLAN OF DISTRIBUTION
AND
AUTHORIZATION OF SOLE MEMBER**

WHEREAS, a meeting of the Board of Directors of Lani Kai Bay and Beach Condominium Association, Inc., ("Corporation"), was held on December 17, 2002 for the purpose of authorizing Robert Conidaris, as President of the Corporation, to execute Articles of Dissolution effective December 31, 2002 for the Lani Kai Bay and Beach Condominium Association, Inc. and file same with the Florida Department of State; and

WHEREAS, Robert Conidaris, Grace Conidaris and Mary DeJesus are the Directors of the Lani Kai Bay and Beach Condominium Association, Inc.; and

WHEREAS, LKLB of Florida, Inc. is a Florida corporation and the owner of all condominium parcels and timeshare estates created by the Declaration of Condominium for Lani Kai Bay and Beach Resort, a Condominium, as recorded in the Official Records of Lee County, Florida at O.R. Book 1679, Page 972, as amended.

WHEREAS, the three (3) Directors of the Lani Kai Bay and Beach Condominium Association, Inc. listed above have reviewed this Resolution Adopting Plan of Distribution and Authorization of Sole Member, LKLB of Florida, Inc., dated December 17, 2002; and

WHEREAS, Robert Conidaris has been determined to be the duly authorized president and director of LKLB of Florida, Inc., the Sole Member of the Corporation; and

WHEREAS, the Directors of the Corporation wish to adopt the following Plan of Distribution of Assets of the Corporation and to memorialize their actions by this Resolution.

NOW THEREFORE, in consideration of the foregoing recitals, each of which is hereby incorporated in this Resolution as true and correct, it is hereby resolved as follows:

That Director Robert Conidaris, as President on behalf of the Corporation, is authorized to implement the following Plan of Distribution of the Assets of the Lani Kai Bay and Beach Condominium Association, Inc., effective the date of filing of the Articles of Dissolution for the Corporation:

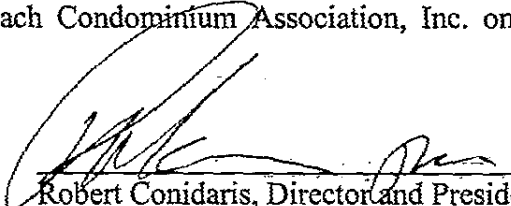
1. All liabilities and obligations of the Corporation shall be paid and discharged, or adequate provisions be made therefor;
2. Assets held by the Corporation upon conditions requiring return, transfer or conveyance, which such conditions occur by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements;
3. Assets received and held by the Corporation subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational, or similar purposes, but not held upon a


condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic or foreign corporations, trusts, societies, or organizations engaged in activities substantially similar to those of the dissolving Corporation, as provided in this Plan of Distribution of Assets;


4. Other assets of the Corporation, if any, shall be distributed in accordance with the provisions of the Articles of Incorporation or the By-Laws of the Lani Kai Bay and Beach Condominium Association, Inc. to the extent that the Articles of Incorporation or the By-Laws determine the distributive rights of members, or any class or classes of members, or provide for distribution to others;
5. Remaining assets shall be distributed to LKLB of Florida, Inc., the Sole Member of the Corporation.

At the foregoing meeting, the undersigned Directors expressly and unanimously executed this Resolution Adopting Plan of Distribution and authorized Robert Conidaris, as President, to execute, authenticate and file this Plan of Distribution of Assets with the Department of State as an act of the Corporation.

This Resolution Adopting Plan of Distribution was adopted and approved by the Board of Directors of Lani Kai Bay and Beach Condominium Association, Inc. on this 17th day of December, 2002.


Robert Conidaris, Director and President
Lani Kai Bay and Beach
Condominium Association, Inc.


Grace Conidaris, Director and Vice President
Lani Kai Bay and Beach
Condominium Association, Inc.


Mary DeJesus, Director and Secretary/Treasurer
Lani Kai Bay and Beach
Condominium Association, Inc.

AUTHORIZATION OF SOLE MEMBER

I, Robert Conidaris, as President of LKLB of Florida, Inc., a Florida corporation, owner of all condominium parcels and timeshare estates created by the Declaration of Condominium for Lani Kay Bay and Beach Resort, a Condominium, as recorded in the Official Records of Lee County, Florida at O.R. Book 1679, Page 972, as amended, ("Sole Member"), do hereby authorize and consent on behalf of LKLB of Florida, Inc. this 17th day of December, 2002, to the dissolution of Lani Kai Bay and Beach Condominium Association, Inc. and the foregoing Plan of Distribution for the Lani Kai Bay and Beach Condominium Association, Inc.

WITNESSES:

LKLB OF FLORIDA, INC., the Sole
Member of Lani Kay Bay and
Beach Condominium Association, Inc.

Carolyn Quinones
Signature
Carolyn Quinones
Print Name

By: [Signature]
Robert Conidaris, President

(SEAL)

Joni J. Linhart
Signature
Joni J. Linhart
Print Name

STATE OF FLORIDA:

: ss

COUNTY OF LEE :

The foregoing instrument was acknowledged before me this 17 day of December, 2002, by Robert Conidaris, who is President of the LKLB of Florida, Inc., a not-for-profit corporation, who is personally known to me, or produced N/A as identification.

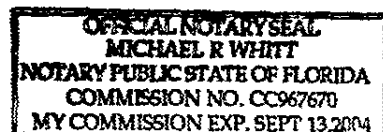
WITNESS my hand and official seal this 17 day of December, 2002.

NOTARY PUBLIC, STATE OF FLORIDA

By: Michael R. Whitt

Print Name: MICHAEL R. WHITT

My Commission Expires:



**CORPORATE OFFICER'S CERTIFICATE OF COMPLIANCE
PURSUANT TO §617.1406(4) OF THE
FLORIDA STATUTES**

I, Robert Conidaris, as President of the Lani Kai Bay and Beach Condominium Association, Inc. in accordance with the authorization of the Board of Directors of that Corporation, do hereby certify that the foregoing Resolution Adopting Plan of Distribution contains an authentic copy of the Plan of Distribution for Lani Kai Bay and Beach Condominium Association, Inc. and that, pursuant to the foregoing Authorization of Sole Member LKLB of Florida, Inc. dated December 17, 2002, that the Corporation has complied with the requirements of Section 617.1406 (2002) of the Florida Statutes.

WITNESSES:

LANI KAI BAY AND BEACH
CONDOMINIUM ASSOCIATION, INC.

Carolyn Quinones
Signature
Carolyn Quinones
Print Name

By: [Signature]
Robert Conidaris, President

(SEAL)

Joni J. Linhart
Signature
Joni J. Linhart
Print Name

STATE OF FLORIDA:

: ss

COUNTY OF LEE :

The foregoing instrument was acknowledged before me this 17 day of December, 2002, by Robert Conidaris, who is President of the Lani Kai Bay and Beach Condominium Association, Inc., a not-for-profit corporation, who is personally known to me, or produced N/A as identification.

WITNESS my hand and official seal this 17 day of December, 2002.

NOTARY PUBLIC, STATE OF FLORIDA

By: Michael R. Whitt

Print Name: MICHAEL R. WHITT

My Commission Expires:
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