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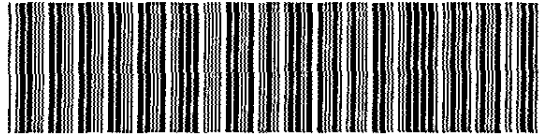
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dissolution
w/m
9/29/03

MYRON S. DUNAY, P.A.

ATTORNEY AND COUNSELOR AT LAW

MYRON S. DUNAY

616 E. ATLANTIC AVENUE
DELRAY BEACH, FLORIDA 33483
(561) 276-7424
TELEFAX: (561) 278-6909
EMAIL: delrayadvocate@juno.com

September 18, 2003

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

RE: ARTICLES OF DISSOLUTION FOR
BOCA HIGHLAND COMMUNITY YACHT ASSOCIATION, INC.

Honorable Secretary of State:

Enclosed please find the following:

-- Check in the amount of \$35.00 payable as filing fee
for Articles of Dissolution per Chapter 617.0122;

-- Resolution of Board of Directors to Dissolve the
Corporation;

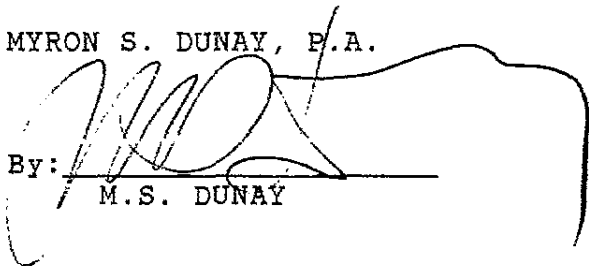
-- Articles of Dissolution for the Corporation;

-- Plan of Distribution of Assets together with
schedule.

Enclosed is a stamped, addressed envelope back to the
undersigned. Please forward evidence of dissolution to me.

Cordially,

MYRON S. DUNAY, P.A.

By: 
M.S. DUNAY

MSD/ng
Encl. As above.


ARTICLES OF DISSOLUTION OF
BOCA HIGHLAND COMMUNITY YACHT ASSOCIATION, INC.,
A CORPORATION NOT FOR PROFIT

- a. The name of the corporation is: BOCA HIGHLAND COMMUNITY YACHT ASSOCIATION, INC.
- b. The corporation has no members entitled to vote on dissolution.
- c. The five member Board of Directors of the corporation has enacted a resolution on or about May 20, 2003 directing the dissolution of the corporation. The vote was: 4 to 1.
- d. The Board of Directors has agreed to a plan of distribution of assets in accordance with Chapter 617.1406, Florida Statutes.

DATED this 16th day of September, 2003.


The following is a list and the signatures of the directors of the corporation:


GEORGE THOMAS, DIRECTOR

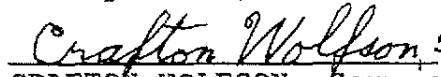

THOMAS LATTANZIO, DIRECTOR


ARNOLD SILVERMAN, DIRECTOR


CRAFTON WOLFSON, DIRECTOR


DONALD CHAPMAN, DIRECTOR

IN WITNESS WHEREOF I have affixed my name as Secretary and have caused the corporate seal of the corporation to be hereunto affixed this 16th day of September, 2003.


CRAFTON WOLFSON, Corporate Secretary

(CORP. SEAL)

SECRETARY OF STATE
TREASURER, FLORIDA

03 SEP 22 PM 12:31

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RESOLUTION OF BOARD OF DIRECTORS OF
BOCA HIGHLAND COMMUNITY YACHT ASSOCIATION, INC.
TO DISSOLVE THIS CORPORATION NOT FOR PROFIT

WHEREAS, the corporation through its Board of Directors desires to dissolve and wind up its affairs; and,

WHEREAS, the corporation has no members entitled to vote on a resolution to dissolve; and,

WHEREAS, the dissolution of the corporation was authorized at a meeting of the Board of Directors by a majority vote of the directors then in office, who approved the proposed plan of distribution, a copy of which was provided to each;

RESOLVED, that the corporation shall dissolve by delivering to the Department of State for filing Articles of Dissolution; and the Board of Directors is hereby authorized, empowered and directed to do all other things necessary and requisite in order to settle the affairs of the corporation including the preparation and filing of a plan of distribution of assets.

I, CRAFTON WOLFSON, do hereby certify that I am the duly elected and qualified Secretary and the keeper of the records and corporate seal of the corporation; and that the above is a true and correct copy of a resolution hereby adopted at a meeting of the Board of Directors convened and held in accordance with law, on or about May 20, 2003; and that the resolution is now in full force and effect.

IN WITNESS WHEREOF, I have affixed my name as Secretary
and have caused the corporate seal of the corporation to be
hereunto affixed this 16th day of September, 2003.

Crafton Wolfson, Sec'y.
CRAFTON WOLFSON, Corporate
Secretary

(CORP. SEAL)

PLAN OF DISTRIBUTION OF ASSETS
OF BOCA HIGHLAND COMMUNITY YACHT ASSOCIATION, INC.,
A CORPORATION NOT FOR PROFIT

IN ACCORDANCE WITH Chapter 617.1406, Florida Statutes, the Board of Directors of the corporation has adopted a Plan of Distribution of assets as follows:

1. The corporation has no members entitled to vote on the plan of distribution. The Board of Directors has adopted this plan at a meeting by a majority vote of the directors in office.

2. All liabilities and obligations of the corporation have been paid and discharged, or adequate provisions have been made therefore, and the corporation has ceased to operate.

3. All assets held by the corporation requiring return, transfer or conveyance which occurs by reason of the dissolution, shall be returned, transferred, or conveyed according to the two page schedule attached hereto.

4. Assets received and held by the corporation subject to their use for similar purposes, but not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution shall be transferred to a domestic corporation engaged in activities substantially similar to those of Boca Highland Community Yacht Association, Inc., as provided in the plan, to wit, to Boca Highland Beach Club And Marina, Inc.

5. The schedule attached represents the plan of distribution of assets, and is hereby authenticated by the duly elected president and secretary of the corporation.

Dated this 16th day of September, 2003.

Crafton Wolfson, secy.
Crafton Wolfson, Secretary

George L. Thomas
George L. Thomas, President

**BHCYA PLAN OF DISTRIBUTION
SCHEDULE OF OWNERS AS OF 12/31/01**

Prepared 8/21/03

SLIP	SIZE	OWNER	ADDRESS	PHONE #	2ND PHONE NUMBER	REFUND @ \$7.19 PER FT	Refund Amt
1		BHCTR	VACANT				
2		BHCTR	VACANT				
3		BHCTR	VACANT				
4		BHCTR	VACANT				
5		BHCTR	VACANT				
6	35	Steven Beaulieu	4750 S. Ocean Blvd #208 Highland Beach, FL 33487			\$ 7.19	\$ 251.65
7	35	Edward Quick	4750 S. Ocean Blvd #909 Highland Beach, FL 33487			\$ 7.19	\$ 251.65
8		BHCTR	VACANT				
9		BHCTR	VACANT				
10	35	Michael Whitty	1188 2nd Avenue, Royerford, PA 19468	610 489-4427			\$ 150.00
11	45	Anthony Vespucci	4740 #1515 Ocean Blvd., Highland Beach, FL 33487	561 988-5599	561 426-0663	\$ 7.19	\$ 323.55
12	40	Hansel Licciardino	4750 #110 Ocean Blvd., Highland Beach, FL 33487	561-394-8427	561-239-0921	\$ 7.19	\$ 287.60
13	50	Halm Naimowitz	319 E. 24th Street, New York, NY 10010	212 685-5530	561-391-2123	\$ 7.19	\$ 359.50
14	45	Sheldon Kohlen	4748 Ocean Blvd., #206, Highland Beach, FL 33487	561 368-0740		\$ 7.19	\$ 323.55
15	35	Art Stone	4746 Ocean Blvd., # TH7, Highland Beach, FL 33487	561 361-0309		\$ 7.19	\$ 251.65
16	35	Anthony Ditringo	3 Echo Lane, East Brunswick, NJ 08816	732 390-5895	561-416-9306	\$ 7.19	\$ 251.65
17	40	Robert Phillips	4748 Ocean Blvd., #2B, Highland Beach, FL 33487	Fax 914 286-6944		\$ 7.19	\$ 287.60
18		BHCTR	VACANT				
19	60	Ray Catena	423 Locust Pt Rd, Locust, NJ 07760	732 872-2870		\$ 7.19	\$ 431.40
20	35	Dennis Marguerite	4748 S. Ocean Blve #1204 Highland Beach, FL 33487			\$ 7.19	\$ 251.65
21	35	Herman Gaines	4748 Ocean Blvd., #202, Highland Beach, FL 33487	561 368-0180		\$ 7.19	\$ 251.65
22	40	Roz Boyer	74 Ruane Road, West Newton, MA 02165	617 332-1520	561 368-7385	\$ 7.19	\$ 287.60
23	50	Harold Albinder	11 Hornbeck Ridge, Poughkeepsie, NY 12603	845 988-8508	561 395-3860	\$ 7.19	\$ 359.50
24	45	R.K. Kliebenstein	4748 #1A Ocean Blvd., Highland Beach, FL 33487	561 367-9241	917 543-8355	\$ 7.19	\$ 323.55
25	45	Patricia Glover	7491 No Federal Highway C5, Highland Beach, FL 33487	561 362-9648		\$ 7.19	\$ 323.55
26	45	Robert Kay	4746 #EB12 Ocean Blvd., Highland Beach, FL 33487	561 392-2697		\$ 7.19	\$ 323.55
27	35	Edward Seminaia	93 Club Point Dr., White Plains, NY 10606	914 328-0855	561 392-5291	\$ 7.19	\$ 251.65
28	27	Anne Mazzella	4746 #TH2 Ocean Blvd., Highland Beach, FL 33487	561 368-4778		\$ 7.19	\$ 194.13
29	27	John Rondinella	1724 West 3rd Street, Brooklyn, NY 11223	718 376-6113	561 750-9120	\$ 7.19	\$ 194.13
30		BHCTR	VACANT				
31	30	Edward Quick	4750 #909 Ocean Blvd., Highland Beach, FL 33487	561 394-3653		\$ 7.19	\$ 215.70
32	27	Iris Linson	41 Clairmont St., Longmeadow, MA 01106	413 567-5908	561 391-0792	\$ 7.19	\$ 194.13
33	27	Frederick Valenti	4746 EB #9 S Ocean Blvd Highland Beach, FL 33487			\$ 7.19	\$ 194.13
34		BHCTR	VACANT				
35		BHCTR	VACANT				
36		BHCTR	VACANT				
37		BHCTR	VACANT				
38		BHCTR	VACANT				

BHCYA PLAN OF DISTRIBUTION **SCHEDULE OF OWNERS AS OF 12/31/01**

Prepared 8/21/03

SLIP	SIZE	OWNER	ADDRESS	PHONE #	2ND PHONE NUMBER	REFUND @ \$7.19 PER FT	Refund Amt
39		BHCTR	VACANT				
40	27	Lawrence Frank	4740 #203 Ocean Blvd., Highland Beach, FL 33487	cell 561 367-0114		\$ 7.19	\$ 194.13
41	30	Richard Lukenda	1108 Sawmill Rd, Mountinside, NJ 07092	cell 561 394-9864		\$ 7.19	\$ 215.70
42		BHCTR	VACANT				
43		BHCTR	VACANT				
44		BHCTR	VACANT				
45	30	Richard Romanoff	4740 #414 Ocean Blvd., Highland Beach, FL 33487	561 417-0053		\$ 7.19	\$ 215.70
46		BHCTR	VACANT				
47		BHCTR	VACANT				
48	50	Al Isrow	4746 #EB6 Ocean Blvd., Highland Beach, FL 33487	cell 561 620-0409	561 716-8300	\$ 7.19	\$ 359.50
49	35	Lou Garris	4740 #803 Ocean Blvd., Highland Beach, FL 33487	561 392-2849		\$ 7.19	\$ 251.65
50	30	Crafton Wolfson	4740 Ocean Blvd., #402, Highland Beach, FL 33487	561 447-9665		\$ 7.19	\$ 215.70
51	30	Arnie Silverman	4600 So. Ocean Blvd., LPH#1 Highland Beach, FL 33487	561 368-7397		\$ 7.19	\$ 215.70
52	50	Thomas Lattanzio	HC 67 Box 92, Dingmans Ferry, PA 18328	570 296-6204	561 391-7940	\$ 7.19	\$ 359.50
53	45	Stan Edelken	4740 Ocean Blvd., #804, Highland Beach, FL 33487	561 392-8004		\$ 7.19	\$ 323.55
54	50	Stanley Frost	4740 Ocean Blvd., #706, Highland Beach, FL 33487	561 394-2716		\$ 7.19	\$ 359.50
55	40	George L. Thomas	108 So. Knight Avenue, Margate, NJ 08402	609 822-0442	561 368-7327	\$ 7.19	\$ 287.60
56	40	Lawrence Petrozzi	28401 Vincent Lane, Lisbon, OH 44432	216 424-7319	561 394-6605	\$ 7.19	\$ 287.60
57	40	James Spiegel	4740 #1615 Ocean Blvd., Highland Beach, FL 33487	561 750-9205	814 456-0291	\$ 7.19	\$ 287.60
58	40	Neil Koppel	#1 Horizon Rd., Apt 804, Ft. Lee, NJ 07024			\$ 7.19	\$ 287.60
59	40	Alan Polln	1846 N.W. 97th TR, Coral Spring, FL 33076	954 755-5952		\$ 7.19	\$ 287.60
60	40	Steven Gilden	Ste 1800 World Trade Ctr, 401 E. Pratt St., Baltimore, MD 21202	410 659-0111	561 362-0110	\$ 7.19	\$ 287.60
61	45	Joe Tadeo	4744 #TH10 Ocean Blvd., Highland Beach, FL 33487	561 912-4456	561 347-1461	\$ 7.19	\$ 323.55
62	50	Don Chapman	4744 #TH2 Ocean Blvd., Highland Beach, FL 33487	561 750-1853		\$ 7.19	\$ 359.50
63		Steven Boliser	Paid Directly to Boca Highland Beach Club & Marina				
64	27	Arlene Jannetta	4744 #TH4 Ocean Blvd., Highland Beach, FL 33487	561 368-7983		\$ 7.19	\$ 194.13
65		BHCTR	VACANT				
66		BHCTR	VACANT				

1662

\$ 11,848.13

THIS REPRESENTS ALL ASSETS AVAILABLE AND DISTRIBUTED