

P00000038199

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FILED
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TALLAHASSEE, FLORIDA

August 25, 2000

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Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: IN-ROC BAY APARTMENTS, INC.
P-00000038199

Gentlemen:

I now enclose Articles of Dissolution for the above corporation, along with a check in the amount of \$35.00 to cover your filing fee.

Should you have further requirements, please notify me accordingly.

Very truly yours,

by M. Bellant

THOMAS G. HERSEM

TGH:mg

Enclosures

Diss
9-13-00
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ARTICLES OF DISSOLUTION

CLERK OF STATE
TALLAHASSEE, FLORIDA

FIRST. The name of the corporation is IN-ROC BAY APARTMENTS, INC.

SECOND: The date dissolution was authorized: August 23, 2000.

THIRD: Adoption of Dissolution. Dissolution was approved by the undersigned sole shareholder. The number of votes cast for dissolution was sufficient for approval.

FOURTH: All debts, obligations and liabilities of this corporation have been paid or discharged, or adequate provision has been made therefor.

FIFTH: All remaining property or assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interests.

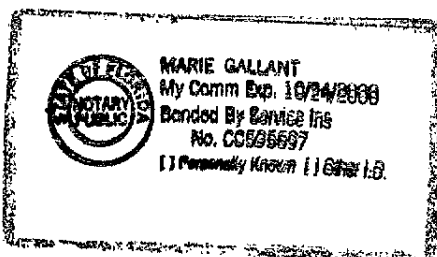
SIXTH: There are no actions pending against the corporation.

Dated: August 23, 2000.

Anita Greenberg
ANITA GREENBERG
President, Director and
Sole Shareholder

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing was acknowledged before me by ANITA GREENBERG, to me personally known and who took an oath, this 24 day of August, 2000.



Marie Gallant
NOTARY PUBLIC

WRITTEN CONSENT TO LIQUIDATE AND DISSOLVE

IN-ROC BAY APARTMENTS, INC.

The undersigned, being all of the stockholders and directors of IN-ROC BAY APARTMENTS, INC., a Florida corporation, hereby take the following actions by written consent in lieu of a special meeting of the Board of Directors and shareholders:

RESOLVED that the Corporation be liquidated in accordance with the provisions of the Internal Revenue Code, and further

RESOLVED that in accordance with such plan of liquidation, the officers, directors and accountant for the corporation be, and they are hereby authorized and directed to:

1. File the necessary forms with the District Director of the Internal Revenue Service, together with a copy of this consent.
2. Transfer all of the assets of the corporation to the stockholders of the corporation.
3. Distribute all of the assets of the corporation, subject to any unpaid liabilities, in reduction and cancellation of all the outstanding stock of the corporation.
4. File Articles of Dissolution with the

Secretary of State in Tallahassee, Florida.

5. File all other forms and documents required by the State of Florida and the United States Federal Government, including all requisite tax returns, as soon as possible after the distribution of the corporate assets, if any.

6. Provide for the payment of any indebtedness owed by the corporation to any creditors or lienors.

IT IS FURTHER RESOLVED that all actions taken on behalf of this corporation by the officers and directors in connection with the foregoing determination to liquidate and dissolve the corporation, the possible sale or distribution of its assets, if any, be, and the same are hereby ratified and confirmed in all respects.

Dated: 8/24/2000


ANITA GREENBERG