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May 6, 2002

Florida Department of State
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-05/08/02--01052--020
*****35.00 *****35.00

Re: Dissolution of Tochner & Tochner Co.;
Formation of Tochner & Realty Associates, LLC; and
Formation of Tochner & Tochner, LLC

Dear Sir or Madam:

Enclosed please find Articles of Dissolution for Tochner & Tochner Co. together with a check in the amount of \$35.00. Please process this immediately as we are simultaneously forming Tochner & Tochner, LLC. In that regard, please find Articles of Organization of Tochner & Tochner, LLC together with a check in the amount of \$125.00.

Finally, enclosed are Articles of Organization of Tochner Realty Associates, LLC together with a separate check in the amount of \$125.00 as a filing fee for that entity.

I am enclosing copies of all of the above so that you can send me conformed copies of each of the Articles, after they have been acting upon by your office.

Sincerely yours,


Martin V. Katz

MVK:tac

FILED
02 MAY - 8 AM 8:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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ARTICLES OF DISSOLUTION

OF

TOCHNER & TOCHNER CO.

Pursuant to the provisions of Section 607.1403 of the Florida Statutes, this corporation submits the following Articles of Dissolution

ARTICLE I

The name of the Corporation is Tochner & Tochner Co. (the "Corporation").

ARTICLE II

The date of adoption of a resolution (the "Resolution") authorizing dissolution by the Board of Directors was 5/3/02.

ARTICLE III

The number of votes cast for dissolution by the shareholders was sufficient to approve.

Signed this 6th day of May, 2002.


TOCHNER & TOCHNER CO.



By: Paul Michael Tochner

Its: President

APPROVED BY:


Secretary, Paul Michael Tochner

FILED
02 MAY -8 AM 8:52
SECRETARY OF STATE
ALLAHASSEE, FLORIDA