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TALLAHASSEE, FLORIDA

12/10/02
D:SS.
Sf

LAW OFFICES
SERBER & ASSOCIATES, P.A.

TURNBERRY PLAZA, SUITE 801
2875 NORTHEAST 191ST STREET
AVENTURA, FLORIDA 33180
TELEPHONE (305) 932-6262
TELECOPY (305) 933-9393

December 4, 2002

Department of State
Attn: Amendment Section
P.O. Box 1300
Tallahassee, Florida 32302-1300

Re: *Preserve Properties, Inc.*
Our File #217-3

Dear Sir/Madam:

With regards to the above referenced matter, enclosed please find the original Articles of Dissolution of Preserve Properties, Inc. for filing. Enclosed as well is Serber & Associates, P.A. Check in the amount of \$52.50 representing the filing fee for the Articles of Dissolution along with the fee for a certified copy and a certificate of status. Please return the certified copy and the certificate of status upon filing. If you have any questions or comments, please do not hesitate to contact the undersigned.

Thank you for your cooperation.

Very truly yours,



Matthew B. Wealcatch

Encl.
tck: 12/18/02
DJS/tf/vj/730

RECEIVED
CORPORATION
DIVISION
AM 8:30

FILED
02 DEC 10 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF DISSOLUTION
OF
PRESERVE PROPERTIES, INC.**

The undersigned, President and Secretary of PRESEVE PROPERTIES, INC., a Florida Corporation, do hereby certify the following in connection with the dissolution of the Corporation:

1. The name of the Corporation is PRESEVE PROPERTIES, INC..
2. The names and addresses of the Officers of the Corporation are as follows:

<u>Name and Address</u>	<u>Office(s) Held</u>
Carlos Gutman Tumberry Plaza, Suite 801 2875 N.E. 191 st Street Aventura, FL 33180	President, Secretary, Treasurer

3. The names and addresses of the Directors of the Corporation are as follows:

<u>Name and Address</u>
Carlos Gutman Tumberry Plaza, Suite 801 2875 N.E. 191 st Street Aventura, FL 33180

4. That all debts, obligations and liabilities of the Corporation have been paid or discharged or adequate provision made for their payment and/or discharge.

5. That all the remaining assets of the Corporation have been distributed among its Shareholders in accordance with their respective interests in the Corporation.

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

7. That a copy of the Written Consent of Directors and Shareholders pursuant to Chapter 607, Florida Statutes, is attached hereto.



DATED this 27th day of Nov., 2002.

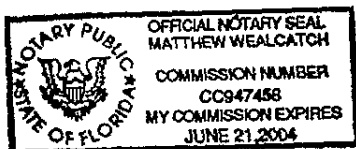
 (SEAL)

CARLOS GUTMAN,
President, Secretary, Treasurer, Director

STATE OF FLORIDA)
)ss:
COUNTY OF DADE)

BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared CARLOS GUTMAN, to me known to be the President, Secretary, Treasurer, and Director respectively, and he acknowledged and swore before me that they executed said Articles of Dissolution.

WITNESS my hand and official seal at _____, said County and State, this 27 day of Nov., 2002.




NOTARY PUBLIC, State of Florida
at Large

My commission expires:

**WRITTEN CONSENT OF THE DIRECTORS AND SHAREHOLDERS
OF PRESERVE PROPERTIES, INC.
TO DISSOLVE AND LIQUIDATE**

The undersigned, being all the Directors and all Shareholders of PRESERVE PROPERTIES, INC., a Florida Corporation (the "Corporation"), by their signatures hereto pursuant to Section 607.134 and 607.394 of the Florida General Corporation Act, hereby adopt this Written Consent in lieu of a formal meeting, waive all notice of the time, place and objects of a meeting, and consent to, approve and adopt the following corporate acts:

BE IT RESOLVED, by all the Stockholders and Directors of the Corporation, that it is in the best interests of the Corporation to fully liquidate and dissolve; and be it

FURTHER RESOLVED, that after paying or adequately providing for all of its known debts and liabilities, plus all sums due and paid hereafter pursuant to the Corporation's accounts receivables shall be set aside as a reserve fund for the payment of estimated expenses, taxes, unascertained or contingent liabilities, and expenses and costs of winding up, distribution and dissolution; and be it

FURTHER RESOLVED, that, at such time as all liabilities of the Corporation have been paid or adequately provided for and when there shall be no further need for the aforesaid reserve fund, the balance in said reserve fund, if any, shall be distributed to each of the Shareholders in accordance with their respective shareholdings; and be it

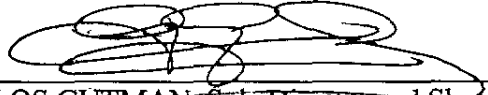
FURTHER RESOLVED, that distribution of the aforesaid assets pursuant to the plan herein provided in this consent is subject to the following conditions:

1. That each Shareholder properly endorse and surrender the certificate or certificates evidencing that Shareholder's ownership of shares of the capital stock of this Corporation.
2. That such distribution shall be in complete satisfaction of the rights of each Shareholder of this Corporation upon distribution and liquidation of assets.

FURTHER RESOLVED, the President and Secretary of this Corporation are authorized, empowered and directed to execute and deliver in the name of and on behalf of the Corporation, all deeds, bills of sale, assignments, and other instruments of transfer as may be deemed necessary or proper, and that in general the Officers and Directors of this Corporation are hereby empowered, authorized, and directed to do any and all acts and things necessary to carry out, perform, implement, and consummate said plan of distribution and to wind up all corporate affairs and dissolve this Corporation.



EXECUTED this ____ day of ____, 2002.

A handwritten signature in black ink, consisting of several loops and a long horizontal stroke at the end.

CARLOS GUTMAN, Sole Director and Shareholder

MBW/w/1304