

P92000009984

Law Offices
BLASS & FRANKEL, P.A.

Professional Association

Stephen A. Blass
Melvin F. Frankel

One Southeast Third Avenue
2130 SunTrust International Center
Miami, Florida 33131
Telephone (305) 377-9353
Facsimile (305) 372-3670 or 371-6934
INTERNET blasfran@gate.net

December 30, 1999

SECRETARY OF STATE
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P. O. BOX 6327
TALLAHASSEE, FLORIDA 32314

500003086235--8
-01/03/00--01114--014
*****87.50 *****43.75

RE: KC II 820, INC.

Gentlemen:

Enclosed herewith please find Articles of Dissolution, with copies of Resolution to be attached to Form 966 and Form 966, attached, with regard to the above corporation, together with check in the amount of \$87.50 to cover the filing fee and certified copy.

We would appreciate your appropriately filing these Articles of Dissolution and advising this office should you require any further information and/or documentation to complete the filing. Otherwise, we will await a response from your office that the enclosures are satisfactory and in proper form and content.

We thank you in advance for your usual courtesies and prompt attention.

Very truly yours,

M. Frankel

MELVIN F. FRANKEL

MFF:cj
Enclosures (as stated)

FILED
00 JAN -3 2000
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Vole

T. LEWIS JAN 12 2000

ARTICLES OF DISSOLUTION

OF

KC II 820, INC.

FILED
00 JAN -3 AM 8:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is:

KC II 820, INC.

2. The names and respective addresses of its directors are:

CARLA JACKSON
2130 SUNTRUST INTERNATIONAL CENTER
ONE SOUTHEAST THIRD AVENUE
MIAMI, FLORIDA 33131-1777

YVONNE CALVERT
2130 SUNTRUST INTERNATIONAL CENTER
ONE SOUTHEAST THIRD AVENUE
MIAMI, FLORIDA 33131-1777

3. The names and respective addresses of its officers are:

CARLA JACKSON- PRESIDENT/TREASURER
2130 SUNTRUST INTERNATIONAL CENTER
ONE SOUTHEAST THIRD AVENUE
MIAMI, FLORIDA 33131-1777

YVONNE CALVERT- VICE PRESIDENT/SECRETARY
2130 SUNTRUST INTERNATIONAL CENTER
ONE SOUTHEAST THIRD AVENUE
MIAMI, FLORIDA 33131-1777

4. All debts, obligations and liabilities of the corporation have been paid or discharged or adequate provision has been made therefore.

5. All the remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interest and the shareholders have assumed responsibility for the payment of any and all obligations which arose during the existence of the corporation.

6. There are no actions pending against the corporation in any court (or adequate provision has been made for the satisfaction of any judgment, order or decree

which may be entered against the corporation in any pending action).

7. A copy of the resolution to dissolve is attached. That resolution was adopted by the shareholders of the corporation on the 30th day of December, 1999.

Dated this 30th day of December, 1999.

KC II 820, INC., a Florida corporation

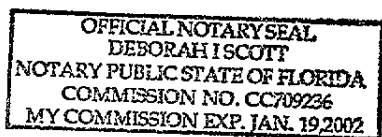
BY: Carla Jackson
CARLA JACKSON, President

ATTEST:

Yvonne Calvert
YVONNE CALVERT, Secretary

STATE OF FLORIDA)
 : SS.
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 30th day of December, 1999, by CARLA JACKSON and YVONNE CALVERT, who are personally known to me.



Deborah I. Scott
PRINT NAME: Deborah I. Scott
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires:
Commission No:

CERTIFIED COPY OF RESOLUTION TO BE ATTACHED TO FORM 966

I, YVONNE CALVERT, do hereby certify that I am the duly elected and acting Secretary of KC II 820, INC., a Florida Corporation; that the following is a true and correct copy of certain preambles and resolutions duly adopted by the Board of Directors of said corporation by unanimous consent; and that said preambles and resolution are in full force and effect, to wit:

WHEREAS, the shareholders of this Company have executed and delivered to this Company, a consent to the dissolution of this Company; and

WHEREAS, this Company is to be voluntarily dissolved pursuant to the appropriate provisions of The Business Corporation Act of Florida; and

WHEREAS, it is now desired that a plan be effected for the complete liquidation of this Company pursuant to the provisions of Internal Revenue Code 331;

NOW, THEREFORE, BE IT RESOLVED, that the following plan for the complete liquidation of this Company be and the same is hereby adopted:

(1) The proper officers of this Company shall forthwith file the appropriate Statement of Intent to Dissolve pursuant to the provisions of The Business Corporation Act of Florida.

(2) The assets and property of this Company, subject to its liabilities, if any, shall be assigned and conveyed equally to the shareholders of this Company, upon said shareholders agreeing to assume and pay said liabilities and surrendering for cancellation the certificates representing all of the outstanding shares of stock of this Company, and the proper officers of this Company shall execute, endorse and deliver all assignments, powers, deeds, bills of sale and documents of conveyance or other documents necessary to effect such conveyance to the shareholders.

(3) Upon such conveyance and assumption, this Company shall be dissolved, and the proper officers of this Company shall file with the Secretary of State of the State of Florida the appropriate Articles of Dissolution pursuant to the provisions of the Business Corporation Act of Florida, and such other documents as may be required under the laws of Florida or of the United States as in such case may be provided.

WITNESS my hand as Secretary of said corporation and with its corporate seal hereunto affixed this 30th day of December, 1999.

KC II 820, INC., a Florida corporation

By: Yvonne Calvert
YVONNE CALVERT, Secretary

(CORPORATE SEAL)

Form **966**(Rev. August 1998)
Department of the Treasury
Internal Revenue Service**Corporate Dissolution or Liquidation**

(Required under section 6043(a) of the Internal Revenue Code)

OMB No. 1545-0041

Please type or print	Name of corporation KC II 820, INC.		Employer identification number 65-0377166				
	Number, street, and room or suite no. (If a P.O. box number, see instructions below.) ONE SE 3 AVE., #2130		Check type of return <input checked="" type="checkbox"/> 1120 1120-L 1120-IC-DISC 1120S				
	City or town, state, and ZIP code MIAMI, FL 33131		Other <input type="checkbox"/>				
1	Date incorporated 12/04/1992	2	Place incorporated MIAMI, FL	3	Type of liquidation <input checked="" type="checkbox"/> Complete <input type="checkbox"/> Partial	4	Date resolution or plan of complete or partial liquidation was adopted 12/30/1999
5	Service Center where corporation filed its immediately preceding tax return Atlanta, GA 39901	6	Last month, day, and year of immediately preceding tax year 12/31/1998	7a	Last month, day, and year of final tax year 08/31/1999	7b Was corporation's final tax return filed as part of a consolidated income tax return? If "Yes," complete 7c, 7d, and 7e. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
7c Name of common parent				7d	Employer identification number of common parent	7e Service Center where consolidated return was filed	
8 Total number of shares outstanding at time of adoption of plan of liquidation						Common 7,500	Preferred 0
9 Date(s) of any amendments to plan of dissolution						None	
10 Section of the Code under which the corporation is to be dissolved or liquidated						331	
11 If this return concerns an amendment or supplement to a resolution or plan, enter the date the previous Form 966 was filed						N/A	

Attach a certified copy of the resolution or plan and all amendments or supplements not previously filed.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete.

Signature of officer <i>Carla Jackson, Inc.</i>	Title President	Date 12/30/1999
--	---------------------------	---------------------------

Instructions

Who must file. A corporation must file Form 966 if it adopts a resolution or plan to dissolve the corporation or liquidate any of its stock. Exempt organizations are not required to file Form 966. These organizations should see the Instructions for Form 990 or 990-PF.

When and where to file. File Form 966 within 30 days after the resolution or plan is adopted to dissolve the corporation or liquidate any of its stock. If the resolution or plan is amended or supplemented after Form 966 is filed, file another Form 966 within 30 days after the amendment or supplement is adopted. The additional form will be sufficient if the date the earlier form was filed is entered on line 11 and a certified copy of the amendment or supplement is attached. Include all information required by Form 966 that was not given in the earlier form.

File Form 966 with the Internal Revenue Service Center where the corporation is required to file its income tax return.

Distribution of property. A corporation must recognize gain or loss on the distribution of its assets in the complete liquidation of its stock. For purposes of determining gain or loss, the distributed assets are valued at fair market value. Exceptions to this rule apply to liquidation of a subsidiary and to a distribution that is made pursuant to a plan of reorganization.

Address. Include the suite, room, or other unit number after the street address. If mail is not delivered to the street address and the corporation has a P.O. box, enter the box number instead of the street address.

Signature. The return must be signed and dated by the president, vice president, treasurer, assistant treasurer, chief accounting officer, or any other corporate officer (such as tax officer) authorized to sign. A receiver, trustee, or assignee must sign and date any return required to be filed on behalf of a corporation.

Paperwork Reduction Act Notice. We ask for the information on this form to carry out the Internal Revenue laws of the United States. You are required to give us the information. We need it to ensure that you are complying with these laws and to allow us to figure and collect the right amount of tax.

You are not required to provide the information requested by a form or its instructions that is subject to the Paperwork Reduction Act unless the form displays a valid OMB control number. Books and records relating to a form or its instructions must be retained as long as their content may become material in the administration of any Internal Revenue law. Generally, tax returns and return information are confidential, as required by section 6103.

The time needed to complete and file this form will vary depending on individual circumstances. The estimated average time is:

Recordkeeping 5 hr., 1 min.
Learning about the law or the form 6 min.
Preparing and sending the form to the IRS 11 min.

If you have comments concerning the accuracy of these time estimates or suggestions for making this form simpler, we would be happy to hear from you. You can write to the Tax Forms Committee, Western Area Distribution Center, Rancho Cordova, CA 95743-0001. **DO NOT** send the tax form to this office. Instead, see **When and where to file** on this page.