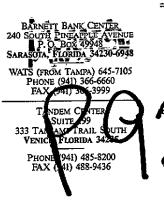
ABEL, BAND, RUSSELL, COLLIER, PITCHFORD & GORDON CHARTERED :



ATTORNEYS AND COUNSELORS AT LAW

ANTHONY J. ABATE SARALYN ABEL

HARVEY J. ABEL

SCOTT E. GORDON BENJAMIN R. HANAN EE

JAN WALTERS PITCHFORD* MALCOLL PITCHE LOR MICHA DA

OF COUNSEL RICHARD W. COONEY

JOHNSON S. SAVARY

April 16, 1998

Certification
*Board Certified Business Litigation Lawyer Please refer to our file number: 5293-3 Writer's direct line:

E-Mail: abelband@gate.net

ADDITIONAL JURISDICTIONS DAVID S. BAND-DC & MD RONALD L. COLLIER-PA & NJ ANTHONY J. ABATE-IL STEVEN J. CLASE-GA

AAFFE-NJ & NY SON-PA

DON-OH

COONEY-NY

*Board Certified Civil Trial Lawyer
*Board Certified Business Bankruptcy Law

American Bankruptcy Board of

(941) 364-2706 Reply to: Sarasota

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

Garden Lakes Villas 3, Inc.

400002497574--6 -04/23/98--01033--007_ *****87.50 *****87.50

Dear Sir or Madam:

Enclosed please find original and duplicate of Articles of dissolution of the above named corporation, together with a check in the amount of \$87.50 to cover the following items:

Filing of Articles of Dissolution Certified Copy of Articles of Dissolution \$35.00 52.50

We would appreciate your returning to us a certified copy of the Articles of Dissolution in the enclosed, postage-prepaid, envelope.

Very truly yours,

ABEL, BAND, RUSSELL, COLLIER PITCHFORD & GORDON, CHARTEN

CLG; gkm; gmk Enclosure

#273704.1

eryl L. Gordon

For the Firm

ARTICLES OF DISSOLUTION

OF

GARDEN LAKES VILLAS 3, INC.

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned Corporation adopts the following Articles of Dissolution for the purpose of dissolving the Corporation:

ARTICLE I - NAME

The name of the Corporation is GARDEN LAKES VILLAS 3, INC...

ARTICLE II - RESOLUTION TO DISSOLVE

Pursuant to the authority contained in Sections 607.1402 and 607.1403 of the Florida Statutes, the sole holder of the common stock of the Corporation entitled to vote thereon elected to dissolve the Corporation effective the date these Articles of Dissolution are filed with the Secretary of State. A copy of the Resolution to Dissolve is annexed hereto. Said Resolution was adopted by the sole Shareholder of the Corporation on April 3, 1998.

IN WITNESS WHEREOF, the undersigned, being the President of the Corporation, has executed these Articles of Dissolution this 3rd day of _____, 1998.

GARDEN LAKES VILLAS 3, INC., a Florida corporation

#273720.1

CERTIFICATE OF RESOLUTION OF DISSOLUTION

THE UNDERSIGNED, being the Secretary of GARDEN LAKES VILLAS 3, INC., a Florida Corporation, hereinafter referred to as the "Corporation", does hereby certify that, at a duly called meeting of the Board of Directors held at the offices of the Corporation, Sarasota, Florida, on April 3, at 9:00 A.M., at which the sole Director was present and voting throughout, it was:

RESOLVED, that the Board of Directors recommend that the Corporation be dissolved in accordance with the voluntary dissolution provisions of Chapter 607 of the Florida Statutes, and that the questions of such dissolution be submitted to a vote of a meeting of the sole Shareholder.

THE UNDERSIGNED does further certify that at a meeting of the sole Shareholder of the Corporation held at 9:30 A.M. on April 3, 1998, at the Offices of the Corporation, upon Waiver of Notice and Consent of the meeting signed by the sole shareholder entitled to vote at such meeting, which waiver of notice and consent stated the purpose of the meeting was to consider the advisability of dissolving the Corporation, it was:

RESOLVED, by the affirmative vote of the holder of all of the shares of the Corporation, entitled to vote thereon, that the Corporation be dissolved, and it was

FURTHER RESOLVED, that the President of the Corporation be authorized and directed to prepare and execute Articles of Dissolution of the Corporation and file the same in the office of the Department of State of the State of Florida, in accordance with the voluntary dissolution provisions of Chapter 607 of the Florida Statutes.

IN WITNESS WHEREOF, I have hereunto set my signature and seal of the Corporation this <u>3rd</u> day of <u>April</u>, 19<u>98</u>.

In Seedy, See.
Trey Desemberg, Segretary