

P93000086970

May 3, 2000

Florida Department of State
Division of Corporations
Corporations Division
P.O. Box 6327
Tallahassee, Florida 32314

Dear Sir/Madam:

300003254753---6 -05/16/00--01005--024 *****52.50 *****52.50

1300 Wilson Boulevard

Suite 400

We would like to dissolve our entity, WSM South Florida Corp., in its home state of Florida because this entity no longer has any activity. I am attaching the Articles of Dissolution and a check for \$52.50 (\$35.00 filling fee, \$8.75 certified copy, \$8.75 certificate of status).

If there should be any problems with dissolving this corporation, please contact me at address above or at (703) 526-5115.

Thank you kindly for your attention to this matter.

Sincerely,

Agnes Yackshaw Legar Department

Enclosures

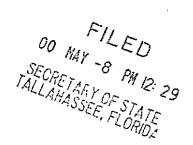
PILED 00 MAY -8 PM 12: 29 SECRETARY OF STATE TALLAHASSEF FI DBILA

voldis

T. LEWIS MAY 1 6 2000

THE NEXT
GENERATION
OF RETAILING*

ARTICLES OF DISSOLUTION OF WSM SOUTH FLORIDA CORP.



Pursuant to 607.1401 of the Florida Statutes, this corporation submits the following articles of dissolution:

FIRST:

The name of the Corporation is WSM South Florida Corp.

SECOND:

The Articles of Incorporation were filed on December 21, 1993, and the

Corporation was assigned document number P93000086970.

THIRD:

The principal purpose for which this Corporation was organized was to acquire a general partner interest in Sunrise Mills (MLP) Limited

Partnership (the "Partnership").

FOURTH:

The Partnership has entered into a Second Amended and Restated Agreement of Limited Partnership on January 31, 2000 (the "Agreement"), by which the Corporation has withdrawn as a general

partner of the Partnership;

FIFTH:

The dissolution of the Corporation has been duly authorized by the Corporation's sole shareholder pursuant to an Action by Written

Consent.

SIXTH:

The board of directors of the Corporation unanimously accepted and consented to the dissolution of the Corporation with a final Action by

Written Consent of all of the Directors of the Corporation.

SIXTH:

No debt of the corporation remains unpaid.

SEVENTH:

Any assets of the Corporation remaining after dissolution shall be

distributed to the sole shareholder of the Corporation.

SIXTH:

The Corporation hereby resolves to dissolve and to cease all operations as of the date of dissolution filed with the Secretary of State of Florida.

Signed this 2444 day of April, 2000.

WSM SOUTH FLORIDA CORP. a Florida corporation

Thomas E. Frost, Executive Vice President