



1300 Wilson Boulevard
Suite 400
Arlington, Virginia 22209
(703) 526 5000

P93000086970

May 3, 2000

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

Dear Sir/Madam:

300003254753--8

-05/16/00--01005--024

*****52.50 *****52.50

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 filing 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
Legal Department

Enclosures

FILED
00 MAY -8 PM 12:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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T. LEWIS MAY 16 2000

**ARTICLES OF DISSOLUTION
OF
WSM SOUTH FLORIDA CORP.**

FILED
00 MAY -8 PM 12: 29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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and Restated Agreement of Limited Partnership on January 31, 2000 (the "Agreement"), by which the Corporation has withdrawn as a general partner of the Partnership;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 24th day of April, 2000.

WSM SOUTH FLORIDA CORP.
a Florida corporation

By: Thomas E. Frost
Thomas E. Frost, Executive Vice President