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West Palm Beach, FL

August 15, 2001

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-08/17/01--01043--027

*****35.00 *****35.00

Amendment Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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*****8.75 *****8.75

Re: Magyar Properties, Inc.

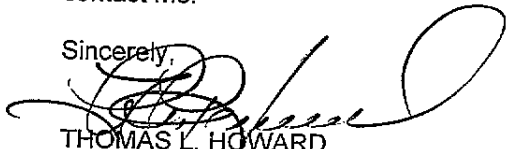
Dear Sir or Madam:

Please find enclosed one original and one copy of the articles of dissolution for the above referenced corporation.

Enclosed is my firm's check in the amount of \$43.75 in order to cover the filing fee and the fee for obtaining a certificate of status.

Thank you for your cooperation and if you have any questions or comments, please don't hesitate to contact me.

Sincerely,


THOMAS L. HOWARD

TLH:neg
enclosure

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01 AUG 17 AM 10:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

ARTICLE I

The name of the corporation ("Corporation") is MAGYAR PROPERTIES, INC.

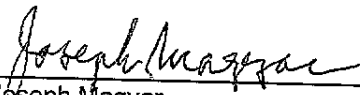
ARTICLE II

The date dissolution was authorized: August 10, 2001

ARTICLE III

Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on August 10, 2001.



Joseph Magyar
As President

MINUTES OF THE JOINT MEETING OF SHAREHOLDERS AND DIRECTORS OF
MAGYAR PROPERTIES, INC.

A joint meeting of the shareholders and the directors of MAGYAR PROPERTIES, INC. was held at 3345 Southern Cay Drive, Jupiter, Florida 33477 at 9:00 a.m. on August 10, 2001.

Present were JOSEPH MAGYAR, the corporation's sole shareholder, sole Director and President, and VIOLET F. MAGYAR, Vice President.

Notice of the meeting was waived, as evidenced by the signatures on the waiver of notice that was ordered by the chairperson to be placed at the end of these minutes.

JOSEPH MAGYAR presided over the meeting as chairperson.

On motion made and carried, the following resolution of the corporation was adopted:

WHEREAS, the only significant asset of the corporation had been the real property located on Tequesta Drive in Tequesta, Palm Beach County, Florida; and

WHEREAS, said real property has been sold by the corporation and there being no further business of the corporation; and

WHEREAS, no debt of the corporation remains unpaid;

NOW, THEREFORE, BE IT RESOLVED that the corporation be dissolved forthwith, that the Board of Directors be authorized to submit ARTICLES OF DISSOLUTION to the Florida Department of State.

There being no further business coming before the meeting, upon motion made and carried, the meeting was adjourned at 9:15 a.m.

Respectfully submitted,



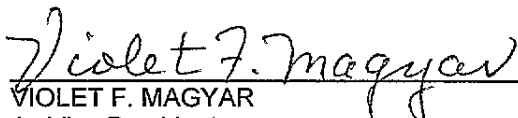
JOSEPH MAGYAR
Chairperson and President

WAIVER OF NOTICE

The undersigned waive notice of the joint meeting of the shareholders and of the Board of Directors of Magyar Properties, Inc. and consent to the holding of the meeting at 9:00 a.m. at 3345 Southern Cay Drive, Jupiter, Florida 33477 on August 10, 2001.



JOSEPH MAGYAR
As President, Chairperson and Sole Shareholder



VIOLET F. MAGYAR
As Vice President