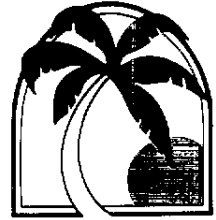


P94000008441



Lehigh
CORPORATION

October 17, 2000

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

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

Re: Dissolution of J. W. Ford, Inc.

Gentlemen:

Please find enclosed (in duplicate) Articles of Dissolution with attached Written Consent of Shareholder for J. W. Ford, Inc. together with Florida Landmark Comm., Inc. Check No. 2013 in the amount of \$35.00, which represents the fee for filing these Articles of Incorporation.

Please file these Articles of Incorporation on our behalf, and affix the filing date to the duplicate copy. Please then return the duplicate copy to the undersigned in the enclosed, self-addressed envelope. If there is anything further needed to accomplish this filing, please contact me at 941-541-7117.

Thank you for your assistance in this matter.

Sincerely,

Janet Allison

Enclosures

FILED
00 OCT 19 AM 8:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C:\JANET\NPWINGO\SECSTATE.LTR
10/17/00

void

T. LEWIS OCT 26 2000

ORIGINAL

LES OF DISSOLUTION

of

W. FORD, INC.

BY UNANIMOUS CONSENT OF SHARHOLDER

FILED
00 OCT 19 AM 8:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being the record owner and holder of all of the outstanding stock entitled to vote of J. W. FORD, INC., a corporation organized and existing under the laws of the State of Florida, DOES HEREBY GIVE ITS CONSENT in writing to its dissolution, effective September 30, 2000, pursuant to Section 607.1402, and does hereby state as follows:

1. The name of the corporation is J. W. Ford, Inc.
2. The names and addresses of the officers of J. W. Ford, Inc. are:

Gregory M. Morris President	226 East Joel Boulevard Lehigh, FL 33972
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Laura A. Holquist Vice President & Treasurer	226 East Joel Boulevard Lehigh, FL 33972
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Janet Allison Vice President and Secretary	226 East Joel Boulevard Lehigh, FL 33972
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John A. Natiello Vice President	226 East Joel Boulevard Lehigh, FL 33972
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3. The names and addresses of the directors of J. W. Ford, Inc. are:

Gregory M. Morris	226 East Joel Boulevard Lehigh, FL 33972
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Laura A. Holquist	226 East Joel Boulevard Lehigh, FL 33972
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Janet Allison

226 East Joel Boulevard
Lehigh, FL 33972

4. All liabilities and obligations of the corporation have been paid or discharged.
5. All remaining property and assets of the corporation have been distributed to its shareholders.
6. There are no actions pending against the corporation in any court.
7. Pursuant to the attached Written Consent of Shareholder dated September 27, 2000, Florida Landmark Communities, Inc. (formerly Lehigh Corporation), the sole shareholder of J. W. Ford, Inc., authorized the dissolution of J. W. Ford, Inc., effective September 30, 2000.

WITNESS my hand this 27th day of September, 2000.

FLORIDA LANDMARK COMMUNITIES, INC.
(formerly Lehigh Corporation)
Shareholder

By: Gregory M. Morris
Gregory M. Morris
President, Lehigh Division

WRITTEN CONSENT OF SHAREHOLDER

OF

J. W. FORD, INC.
(a Florida Corporation)

FYE 12/31/00 #10.2

The undersigned, being the sole Shareholder of J. W. FORD, INC., a Florida Corporation ("Corporation"), by Unanimous Consent in writing, pursuant to the authority contained in Florida Statutes, does hereby consent to the adoption and do hereby adopt the resolutions hereafter set forth, to wit:

RESOLVED, that the Corporation be completely liquidated in accordance with the provisions of 331 of the Internal Revenue Code of 1986, as amended; and be it further

RESOLVED, that in accordance with such plan of complete liquidation, the officers and directors are hereby authorized and directed to see that the following steps are undertaken:

1. That within thirty (30) days of the dissolution of the Corporation, the Corporation shall file FORM 966 with the District Director of Internal Revenue, Atlanta, Georgia, together with a certified copy of this resolution;
2. That the proper officers of the Corporation be, and they hereby are, authorized to sell or otherwise liquidate any and all of the tangible assets of the Corporation, which in their judgment should be so sold or liquidated to facilitate the liquidation of the Corporation;
3. That the proper officers of the Corporation be, and they hereby are, authorized and directed to file a Certificate of Dissolution signed by the stockholders of the Corporation with the Secretary of State of the State of Florida;
4. That, after providing for all the proper debts of the Corporation, the remaining assets of the Corporation, including cash and furniture and fixtures, if any, be distributed to the stockholders of the Corporation;
5. That the actions provided for in the foregoing resolutions providing for the complete liquidation of the Corporation and the distribution of all its assets be

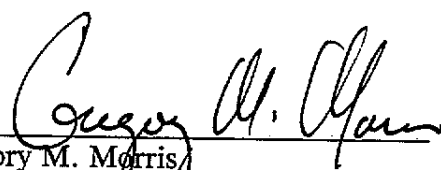
5. That the actions provided for in the foregoing resolutions providing for the complete liquidation of the Corporation and the distribution of all its assets be commenced immediately, and that its subsequent dissolution and the distribution of all its assets be completed as soon as practicable, but in no event later than September 30, 2000; and

6. That the proper officers of the Corporation be, and they hereby are, authorized and directed to pay all such fees and taxes and to do or cause to be done such further acts and things as they may deem necessary or proper in order to carry out the liquidation and dissolution of the Corporation and fully to effectuate the purposes of the foregoing resolutions.

Dated: September 27, 2000.

FLORIDA LANDMARK COMMUNITIES, INC.
(formerly Lehigh Corporation)
Stockholder

By: _____


Gregory M. Morris
President Lehigh Division

FYE 12/31/00 #10.214