

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

BARNETT BANK CENTER
240 SOUTH PINEAPPLE AVENUE
P.O. BOX 49948
SARASOTA, FLORIDA 34230-6948

WATS (FROM TAMPA) 645-7105
PHONE (941) 366-3660
FAX (941) 366-3939

TANDAM CENTER
SUITE 190
333 TAMMAM TRAIL SOUTH
VENICE, FLORIDA 34285

PHONE (941) 485-8200
FAX (941) 488-9436

ATTORNEYS AND COUNSELORS AT LAW

E-Mail: abelband@gate.net

ADDITIONAL JURISDICTIONS

DAVID S. BAND-DC & MD
RONALD L. COLLIER-PA & NJ
ANTHONY J. ABATE-IL
STEVEN J. CHASE-GA
MICHAEL S. MAFFE-NJ & NY
DAVID S. WATSON-PA
SCOTT W. GORDON-OH
RICHARD W. COONEY-NY
JOHN W. WEST III-DC

ANTHONY J. ABATE
SARALYN ABEL
DAVID S. BAND
KATHERINE ANGELL GARR
STEVEN J. CHASE
RONALD L. COLLIER
CHERYL L. GORDON

SCOTT E. GORDON
BENJAMIN R. HANAN
MARK D. WILDTRETH
WILLIAM A. KORN
KURT E. LEE
BARBARA B. LEVIN
GEORGE H. MAZZARANTINI

JAN WALTERS PITCHFORD*
MALCOLM J. PITCHFORD*
JEFFREY S. RUSSELL
LORNA B. SAOMO
MICHAEL S. MAFFE****
DAVID S. WATSON
JOHN W. WEST III

*Board Certified Real Estate Lawyer
**Board Certified Civil Trial Lawyer
***Board Certified Business Bankruptcy Law
American Bankruptcy Board of
Certification
****Board Certified Business Litigation Lawyer

HARVEY J. ABEL

OF COUNSEL
RICHARD W. COONEY

JOHNSON S. SAVARY

Please refer to our file number:

439-44

Writer's direct line:

(941) 364-2706

Reply to: Sarasota

April 16, 1998

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

300002497583--8
-04/23/98--01033--009
*****87.50 *****87.50

Re: 301 Park North, Inc.

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 \$35.00
Certified Copy of Articles of Dissolution 52.50

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

Very truly yours,

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

By: Cheryl L. Gordon
For the Firm

CLG;gkm;gmk
Enclosure

#273803.1

P 941000052846

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
APR 23 PM 1:44

APPROVED
AND
FILED

*FL 7155
4-23-98
but copy

ARTICLES OF DISSOLUTION

OF

301 PARK NORTH, 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 301 PARK NORTH, INC.

ARTICLE II - RESOLUTION TO DISSOLVE

Pursuant to the authority contained in Sections 607.11 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 1, 1998.

98 APR 23 11:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

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

301 PARK NORTH, INC.,
a Florida corporation

By Trey Desenberg, Pres
Trey Desenberg, President

CERTIFICATE OF RESOLUTION OF DISSOLUTION

THE UNDERSIGNED, being the Secretary of 301 PARK NORTH, 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 10:00 A.M., at which the sole Director was present and voting throughout, it was:

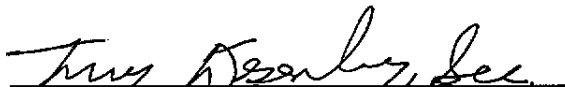
RESOLVED, that the Board of Directors recommend that the Corporation be dissolved in accordance with the voluntary dissolution provisions of Chapter 607 of the Florida Statutes, and that the questions of such dissolution be submitted to a vote of a meeting of the sole Shareholder.

THE UNDERSIGNED does further certify that at a meeting of the sole Shareholder of the Corporation held at 10:30 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 3rd day of April, 1998.


Trey Desenberg, Secretary