



P95000075116

Barnett Banks, Inc.

Deborah Story
Director
Special Assets

50 North Laura Street
Post Office Box 40789
Mail Code 099-000-0730
Jacksonville, FL 32203-0789
(904) 791-5719

April 23, 1997

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

000000215 3810-13
-04.24.97-00074-000
*****35.00*****

RE: *Hecksher Real Estate Holdings, Inc.; Okeechobee Holdings, Inc.; L.C. Real Estate, Inc.; Equity Corporation of Pasco County, Inc.*

Via Airborne

Dear Sir or Madam:

Enclosed please find the executed original Articles of Dissolution, Shareholders Action by Consent and other necessary documents for the above-referenced corporations, along with checks for \$35.00 to cover the dissolution fee.

Please direct any correspondence related to this matter to the following address:

Deborah Story
Barnett Banks, Inc.
50 North Laura Street
Mail Code: 099-000-0730
Jacksonville, FL 32202

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
APR 24 AM 11:22

Thank you for your time and attention to this matter.

Sincerely,

Karen A. Clarke
Karen A. Clarke
for Deborah Story

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5/1/97
SP

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ARTICLES OF DISSOLUTION
OF
OKEECHOBEE HOLDINGS, INC.

OKEECHOBEE HOLDINGS, INC., a Florida corporation (the "Corporation"), by its undersigned officer, files these Articles of Dissolution pursuant to Section 607.1403 of the Florida Statutes, and states as follows:

The name of the Corporation is OKEECHOBEE HOLDINGS, INC.

The dissolution of the Corporation was authorized by action by written consent of all shareholders of the Corporation, pursuant to Section 607.0704 of the Florida Statutes, said written consent being dated April 10, 1997.

The dissolution of the Corporation was authorized by all of the shareholders of the Corporation.

IN WITNESS WHEREOF and for the purposes of dissolving the Corporation under the laws of the State of Florida, the undersigned officer of the Corporation executes these Articles of Dissolution this 10th day of April, 1997.

[Signature]
Witness

[Signature]
Signature of Officer

[Signature]
Witness

MICHAEL WILMOT
Name (Print or Type)

SECRETARY
Title

**RESOLUTION OF THE SOLE SHAREHOLDER
OF
OKEECHOBEE HOLDINGS, INC.**

The undersigned, being the sole shareholder(s) of all the issued and outstanding shares of **OKEECHOBEE HOLDINGS, INC.**, a corporation organized under the laws of the State of Florida (hereinafter the "Corporation"), hereby adopts the following resolutions by Written Consent:

BE IT RESOLVED, to accept the resignation of MEHDI GHOMESHI as a Director of the Corporation and MARCUS BUEROSSE as a Director of the Corporation and ALAN BLANKSTEIN as a Director of the Corporation.

BE IT RESOLVED, that the following persons be and hereby are elected as Directors of the Corporation to serve from the date of election until the next annual meeting of Shareholders, or, if no such meeting shall be held or said meeting shall be delayed, until their respective successors shall be elected and duly qualified.

DEBORAH STORY
LORA SMALL
MICHAEL MORELAND
MICHAEL WILMOT

IN WITNESS WHEREOF, the undersigned sole shareholder of **OKEECHOBEE HOLDINGS, INC.**, executes this Written Consent as of the 10th day of April, 1997.

BARNETT BANK, N.A.,
Sole Shareholder

By: Catherine C. Cosby
Catherine C. Cosby
Corporate Secretary

**WRITTEN CONSENT OF THE DIRECTORS
OF
OKEECHOBEE HOLDINGS, INC.**

The undersigned, being all of the Directors of **OKEECHOBEE HOLDINGS, INC.**, a corporation organized under the laws of the State of Florida (hereinafter the "Corporation"), hereby adopt the following resolutions by Written Consent:


BE IT RESOLVED, to accept the resignation of Mehdi Ghomeshi, as President of the Corporation, Deborah Story as Vice President of the corporation, Marcus Buerosse as Secretary & Vice President of the corporation and Alan Blankstein as Treasurer and Vice President of the Corporation.

BE IT RESOLVED, that effective upon execution of this Written Consent, the following persons be, and hereby are, elected as Officers of the Corporation.


Deborah Story
Lora Small
Michael Wilmot
Michael Moreland

President
Vice President
Secretary & Vice President
Treasurer & Vice President

IN WITNESS WHEREOF, the undersigned Directors of **OKEECHOBEE HOLDINGS, INC.**, execute this Written Consent as of this 10th day of April, 1997.


DEBORAH STORY


LORA SMALL


MICHAEL WILMOT


MICHAEL MORELAND

OKEECHOBEE HOLDINGS, INC.

BOARD OF DIRECTORS
AND
SHAREHOLDERS ACTION BY CONSENT
IN LIEU OF ANNUAL MEETING

April 10, 1997

The undersigned, being all of the members of the Board of Directors and Shareholders of OKEECHOBEE HOLDINGS, INC., hereby consent to the following action by the Board of Directors and the Shareholders of the Corporation and instruct the Secretary of the Corporation to enter this Certificate into the minutes of the proceedings of the Corporation:

RESOLVED, that pursuant to Section 607.0704 of the Florida Statutes, the Board of Directors elect to dissolve the Corporation.

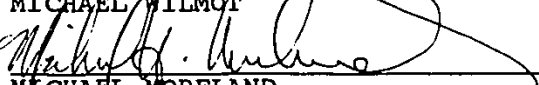
Execution of this Certificate by the undersigned, being all of the members of the Board of Directors and the sole Shareholder, pursuant to Sections 607.0821 and 607.0704 of the Florida Statutes, waives any requirement of a formal meeting to conduct the business referred to here.

Dated this 10th day of April, 1997.


DEBORAH STORY



LORA SMALL


MICHAEL WILMOT


MICHAEL MORELAND

BARNETT BANK, N.A.,
Sole Shareholder

By:


Catherine C. Cosby
Corporate Secretary