CHARLOTTE HARBOR CLAM COMPANY, INC. C/O BROOKDALE MANAGEMENT COMPANY 126 E. 56TH ST., 10TH FLOOR NEW YORK, NY 10022

FLORIDA DEPARTMENT OF STATE DIVISION OF CORPORATIONS CORPORATE RECORDS P.O. BOX 6327 TALLAHASSEE, FLORIDA 32314

800003269338-05/26/00--01115--008 \*\*\*\*\*35.00 \*\*\*\*\*35.00

MAY 19, 2000

DEAR SIR/MADAME:

WE HAVE ENCLOSED THE ARTICLES OF DISSOLUTION FOR CHARLOTTE HARBOR CLAM COMPANY, INC.. WE HAVE ALSO ENCLOSED A CHECK IN THE AMOUNT OF \$35.00. OUR RETURN ADDRESS IS:

CHARLOTTE HARBOR CLAM COMPANY, INC. C/O BROOKDALE MANAGEMENT COMPANY 126 E. 56TH ST., 10TH FLOOR NEW YORK, NY 10022

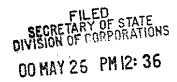
IF YOU SHOULD HAVE ANY QUESTIONS, OR NEED ANY FURTHER INFORMATION, PLEASE FEEL FREE TO CONTACT ME @ 212-644-0774 EXT.19.

SINCERELY.

JEANETTE PEREIRA

TREASURER

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## ARTICLES OF DISSOLUTION

Pursuant to 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

SECOND: The filing date of the articles of incorporation was: 3-7-1996  THIRD: (CHECK ONE)  None of the corporation's shares have been issued.  The corporation has not commenced business.  FOURTH: No debt of the corporation remains unpaid.  FIFTH: The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.  SIXTH: Adoption of Dissolution (CHECK ONE)  A majority of the incorporators authorized the dissolution.	
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A majority of the directors authorized the dissolution.	
Signed this $16^{4h}$ day of $May$ , $2000$ .	
Signature  (By the chairman or vice chairman of the board, president, or other officer - if there are no officers or directors, by an incorporator.)	
Marcy Ann Van Clief (Typed or printed name)	- 77 - 122
DIRECTOR (Title)	