



THE UNITED STATES  
CORPORATION  
COMPANY

P96000060448

ACCOUNT NO. : 072100000032

REFERENCE : 407970 4303929

AUTHORIZATION :

*Patricia Paynter*

COST LIMIT : \$ 87.50

ORDER DATE : May 29, 1997

ORDER TIME : 9:34 AM

ORDER NO. : 407970-010

CUSTOMER NO: 4303929

CUSTOMER: Ms. Sheryl C. Vainstein  
Greenberg Traurig Hoffman  
22nd Floor  
1221 Brickell Avenue  
Miami, FL 33131-3238

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DOMESTIC FILINGS

NAME: LRI OF SOUTH FLORIDA GP, INC.

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

*5/29 Jor*  
*Vol*  
*Diss.*  
*C.C.*

RECEIVED  
97 MAY 29 AM 10:41  
DIVISION OF CORPORATION  
TALLAHASSEE FLORIDA  
97 MAY 29 PM 12:13  
SECRETARY OF STATE

**ARTICLES OF DISSOLUTION  
OF  
LRI OF SOUTH FLORIDA GP, INC.**

**FILED**  
**97 MAY 29 PM 12:13**  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Pursuant to the provisions of Sections 607.1402 and 607.1403 of the Florida Business Corporation Act, **LRI OF SOUTH FLORIDA GP, INC.**, a Florida corporation (the "Corporation") hereby adopts the following Articles of Dissolution and certifies the following information for the purposes of dissolving the Corporation:

The name of the Corporation filing these Articles of Dissolution is **LRI OF SOUTH FLORIDA GP, INC.**, Document #P96000060448.

The Corporation elected to dissolve by unanimous written consent of its Sole Shareholder, the number of votes cast for dissolution being sufficient for approval, and by its Sole Director as of May 16, 1997.

IN WITNESS WHEREOF, the undersigned being the President of **LRI OF SOUTH FLORIDA GP, INC.**, has executed these Articles of Dissolution on behalf of the Corporation as of the 16 day of May, 1997.

**LRI OF SOUTH FLORIDA GP, INC.,**  
a Florida corporation

By: \_\_\_\_\_

Jean Jacques Murray, President

**UNANIMOUS WRITTEN CONSENT  
BY  
THE SOLE SHAREHOLDER  
AND  
THE SOLE DIRECTOR  
OF  
LRI OF SOUTH FLORIDA GP, INC.  
  
IN LIEU OF SPECIAL MEETING**

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The undersigned, being the Sole Shareholder and the Sole Director of **LRI OF SOUTH FLORIDA GP, INC.**, a corporation organized and existing under the laws of the State of Florida (the "Corporation"), do hereby agree, consent to, adopt and order the following corporate action effective as of the 16 day of May, 1997:

**RESOLVED**, that the Sole Shareholder and the Sole Director of the Corporation hereby consent to the dissolution and liquidation of the Corporation in accordance with §331 of the Internal Revenue Code of 1986, as amended; and

**RESOLVED**, that the Articles of Dissolution in substantially the form previously presented to the undersigned are hereby approved and accepted and the President of the Corporation is authorized and directed to cause to be filed with the Florida Department of State the said Articles of Dissolution; and

**RESOLVED**, that the Corporation shall liquidate and distribute any and all of its assets of any kind whatsoever to its Sole Shareholder in accordance with his respective rights and interests as soon as practicable, and that such assets be distributed and the dissolution be completed as soon as practicable; and

**RESOLVED**, that the President of the Corporation be, and he hereby is, authorized and directed to execute such assignments and conveyances, and to do and perform such acts as may be necessary or appropriate for the carrying out of the purposes of the foregoing resolutions; and

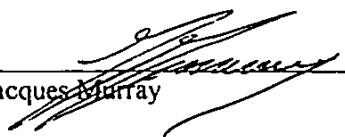
**RESOLVED**, that the President of the Corporation is hereby authorized to engage the services of such accountants, appraisers, attorneys and other professionals to provide advice and counsel to the Corporation in connection with any and all matters addressed in the previous resolutions as such officers shall deem necessary or advisable under the circumstances; and it is

**FURTHER RESOLVED**, that any and all actions heretofore or hereinafter taken by the President of the Corporation in connection with any and all of the matters discussed in the

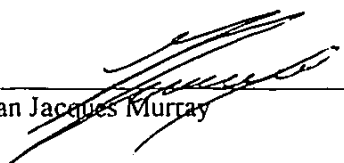
foregoing resolutions are hereby confirmed and ratified as properly authorized acts of the Corporation.

IN WITNESS WHEREOF, the undersigned Sole Shareholder and Sole Director have executed the foregoing unanimous written consent for the purposes of giving consent thereto.

**SOLE SHAREHOLDER:**

  
\_\_\_\_\_  
Jean Jacques Murray

**SOLE DIRECTOR:**

  
\_\_\_\_\_  
Jean Jacques Murray