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Florida Department of State  
Division of Corporations  
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Katherine Harris, Secretary of State

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## To:

Division of Corporations  
Fax Number : (850) 922-4000

## From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 541-3694  
Fax Number : (305) 541-3770

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DIVISION OF CORPORATIONS

## DISSOLUTION

## COCONUT GROVE BAY CORPORATION

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$35.00

*Voluntary Dissolved*

01-21-99 DC

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ARTICLES OF DISSOLUTION

1. The name of the corporation is Coconut Grove Bay Corporation.
2. The name and address of each officer and director of said Corporation is as follows:

Joseph Horn,  
Director/President  
Stephen A. Freeman,  
Secretary  
320 Brickell Key Drive  
Suite 305-307  
Miami, Florida 33131

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TALLAHASSEE, FLORIDA

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3. All debts, obligations and liabilities of the corporation have been paid or discharged or adequate provisions have been made therefor.

4. All the remaining property and assets of the Corporation have been distributed among its shareholders in accordance with their respective rights and interests.

5. There are no actions pending against the Corporation in any court.


6. A copy of the Joint Resolution by the sole Director and Shareholders to liquidate and dissolve is attached, and was adopted by the director and shareholders of the corporation on January 19, 1999.

DATE: January 19, 1999

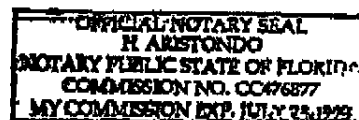
  
JOSEPH HORN,  
Director/President

STATE OF FLORIDA       )  
                              ) ES:  
COUNTY OF MIAMI-DADE )

The foregoing instrument was acknowledged before me this 19<sup>th</sup> day of January, 1999 by Joseph Horn, who is personally known to me and who took an oath.

  
NOTARY PUBLIC

My Commission Expires: 7-28-99  
INSTRUMENT PREPARED BY:  
STEPHEN A. FREEMAN - FBN 146795  
FREEMAN, BUTTERMAN & HARER  
520 Brickell Key Drive, O-305  
Miami, Florida 33131  
(305) 374-3800



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CONSENT ACTION OF THE DIRECTORS  
AND SHAREHOLDERS  
OF COCONUT GROVE BAY CORPORATION

The undersigned, being the sole Directors and Shareholders of Coconut Grove Bay Corporation, a corporation incorporated and operating under the laws of the State of Florida (the "Corporation"), hereby consent to the adoption of the following resolution, this instrument to have the same force and effect as if the actions herein referred to had been taken at a timely called and duly held meeting of the Board of Directors, and direct that this written consent to such actions be filed with the minutes of the proceedings of the Board of Directors of the Corporation:

RESOLVED, that since all debts, obligations and liabilities of the Corporation have been paid or discharged and all remaining property and assets of the Corporation have been distributed among its shareholders in accordance with their respective rights and interests, that the Corporation be dissolved as of the date hereof.

Dated: January 19, 1999.

  
Joseph H. H., Director

  
Joseph H. H., Shareholder

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