



P96000069238

ACCOUNT NO. : 072100000032

REFERENCE : 649446 81758A

AUTHORIZATION :

Patricia Pizeto

COST LIMIT \$ 87.50

ORDER DATE : December 24, 1997

ORDER TIME : 1:33 PM

ORDER NO. : 649446-005

CUSTOMER NO: 81758A

CUSTOMER: Christine Scalamandre, L.a
Divosta & Company
4500 Pga Boulevard
Suite 400
Palm Bch Garden, FL 33418

600002382656--7

DOMESTIC FILINGS

NAME: RIVERWALK REAL ESTATE, INC.

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

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KFF
RECEIVED
97 DEC 24 PM 2:09
DIVISION OF REFORMATION

FLORIDA
ARTICLES OF DISSOLUTION
OF
RIVERWALK REAL ESTATE, INC.

Pursuant to Section 607.1403 of the Florida Business Corporation Act, RIVERWALK REAL ESTATE, INC. ("Corporation") hereby adopts these Articles of Dissolution.

ARTICLE I - NAME

The name of the Corporation is RiverWalk Real Estate, Inc.

ARTICLE II - DISSOLUTION AUTHORIZED

Dissolution of the Corporation was authorized by the unanimous written consent of the Directors of the Corporation on December 19, 1997.

ARTICLE III - SHAREHOLDER APPROVAL

Dissolution of the Corporation was unanimously approved by the written consent of the Shareholders on December 19, 1997.

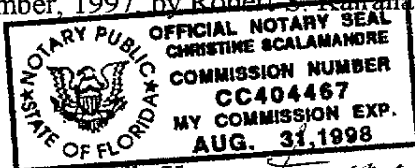
IN WITNESS WHEREOF, these Articles of Dissolution are signed this day 19th
of December 1997.

RIVERWALK REAL ESTATE, INC.

By: *Robert S. Kairalla*
Robert S. Kairalla, President

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 19th day of
December, 1997 by Robert S. Kairalla as President for RiverWalk Real Estate, Inc.



Personally Known *To me* OR Produced Identification _____

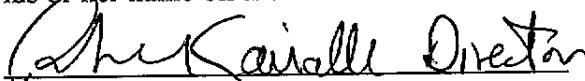
UNANIMOUS WRITTEN CONSENT
OF DIRECTORS AND SHAREHOLDERS TO VOLUNTARY DISSOLUTION OF
RIVERWALK REAL ESTATE, INC., A FLORIDA CORPORATION

We the undersigned, being all of the Directors and Shareholders of RiverWalk Real Estate, Inc., a Florida corporation ("Corporation"), do hereby consent to the voluntary dissolution of the Corporation pursuant to Florida Statutes, Sec. 607.1403, and do hereby authorize and direct the appropriate officers of the Corporation to perform all tasks necessary or appropriate to carry out the intent of this unanimous written consent.

This unanimous action by the Shareholders is taken without a meeting pursuant to the authority of Florida Statutes, Sec. 607.0704, and the undersigned Shareholders do hereby waive any notice required by law, or the Articles of Incorporation or the By-Laws of the Corporation pursuant to the authority of Florida Statutes, Sec. 607.0706.

This unanimous action by the Directors is taken without a meeting pursuant to the authority of Florida Statutes, Sec. 607.0821, and the undersigned Directors do hereby waive any notice required by law, or the Articles of Incorporation or the By-Laws of the Corporation pursuant to the authority of Florida Statutes, Sec. 607.0823.


IN WITNESS WHEREOF, each of the undersigned directors and shareholders have signed his or her name on the date set forth below.


ROBERT S. KAIRALLA, Director


12/19/97
Date


CHARLES H. HATHAWAY, Director

12/19/97
Date


OTTO B. DIVOSTA, TRUSTEE of the
Otto B. DiVosta Revocable Trust dated
December 8, 1981, restated January 18, 1990,
Shareholder

12/20/97
Date


BETTY J. DIVOSTA, TRUSTEE of the
Betty J. DiVosta Revocable Trust dated
December 8, 1981, restated January 18, 1990
Shareholder

12/23/97
Date