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JOHNSON BLAKELY

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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: JOHNSON, BLAKELY, POPE, BOKER, RUPPEL & BURN ACCT#: 076666002140

CONTACT: TAMI LEE MEAGHER

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NAME: SUNHILL, INC.

AUDIT NUMBER.....H98000006049

DOC TYPE.....DISSOLUTION

CERT. OF STATUS..0 PAGES..... 6

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EST.CHARGE.. \$87.50

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TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION  
OF  
SUNHILL, INC.


The undersigned, constituting the President and the Secretary of SUNHILL, INC., do hereby certify and affirm that the following are true and correct:

EFFECTIVE DATE  
03-31-98

1. The Name of Corporation: SUNHILL, INC.
2. Debts, Obligations and Liabilities: All debts, obligations and liabilities of SUNHILL, INC., have been paid or discharged, or, adequate provision for same has been satisfactorily made.
3. Property and Assets: All property and assets of SUNHILL, INC., will be distributed to its sole stockholder, SUN NLF LIMITED PARTNERSHIP, a Delaware limited partnership, in accordance with its rights and interests after such assets were used to satisfy the liabilities and obligations of SUNHILL, INC.
4. Pending Action: There are no actions pending against SUNHILL, INC. in any court.
5. Stockholder Action: Attached hereto is an executed copy of the written consent of the Board of Directors to dissolve the corporation. There are one hundred (100) shares of the corporation's stock issued and outstanding. A total of one hundred (100) shares issued and outstanding out of one hundred (100) shares issued and outstanding voted for the dissolution.
6. Effective Date: Theses Articles of Dissolution were approved on the 25 day of March 25, 1998, and shall be effective as of 31st day of March, 1998.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on the 25 day of March, 1998.

SUNHILL, INC., a Florida corporation

By:   
William Pope, President

Attest:   
Stephen Rennekar, Secretary

Michael G. Little, Esquire  
911 Chestnut Street  
Clearwater, Florida 33757  
(813) 461-1818  
FL Bar No. 861677

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**CERTIFIED COPY OF MINUTES OF SPECIAL  
MEETING OF OFFICERS AND SOLE DIRECTOR OF  
SUNHILL, INC.**

A Special Meeting of the Officers and Sole Director of SUNHILL, INC., was held at the offices of the corporation on the 25<sup>th</sup> day of March, 1998, pursuant to waiver of notice thereof.

William Pope presided at the meeting as President.

William Pope, as the President, and Stephen Rennekar, as the Secretary of the corporation waived notice of meeting.

The President announced that the purpose of the meeting was to discuss and act upon a proposal to liquidate and dissolve the corporation. After careful consideration, the following resolution was unanimously adopted by the Officers and Sole Director:

**RESOLVED**, that the following plan of complete liquidation of SUNHILL, INC., in accordance with the provisions of Sections 331 and 336 of the Internal Revenue Code of 1986, as amended, be and is hereby adopted:

1. The officers and sole director are authorized and directed to proceed promptly to wind up the corporation's affairs, to collect and reduce to possession its assets and to pay or provide for its liabilities.
2. As soon as possible, counsel for the corporation shall file an Articles of Dissolution of the corporation with the Secretary of the State of Florida, and the officers of the corporation are authorized to execute all documents necessary in connection with the dissolution.
3. The corporation's assets shall be distributed to the sole shareholder of the corporation upon cancellation of the shares owned by such sole stockholder.
4. The officers shall wind up the affairs of the corporation; pay or provide for its liabilities; establish a reserve in a reasonable amount to meet the known liabilities and liquidating expenses and estimated unascertained or contingent liabilities and


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continued expenses, if they deem such reserve desirable; distribute the sales proceeds and any other assets, subject to any remaining liabilities, to the sole stockholder, and cancel its shares; take all appropriate and necessary action to dissolve the corporation under Florida law.

5. If a reserve is established for claims against the corporation, the officers shall arrange for the distribution of any unused balance of the reserve to the sole stockholder as soon as practicable.

There being no further business to come before the meeting, the meeting was duly adjourned.

The undersigned certifies and affirms that the aforementioned minutes properly evidence the actions taken by the Officers and Sole Director of SUNHILL, INC., at a properly-held meeting.

  
\_\_\_\_\_  
William Pope, President

  
\_\_\_\_\_  
Stephen Rennekar, Secretary

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NEW YORK  
STATE OF FLORIDA )  
COUNTY OF PINELLAS ~~FLORIDA~~ NEW YORK

The foregoing instrument was acknowledged before me this 26<sup>th</sup> day of March, 1998, by William Pope, as President of SUNHILL, INC., a Florida corporation, on behalf of the corporation. Said individual is personally known to me.

CECIL DABYDEEN  
Notary Public, State of New York  
No. 41-4730287  
Qualified in Queens County  
Certificate Filed in New York County  
Commission Expires February 28, 1999

*Cecil Dabydeen*  
(Signature of Notary Public)

(Print, Type or Stamp Commissioned  
Name of Notary Public)  
Date of Expiration and Number  
of Commission:

NEW YORK  
STATE OF FLORIDA )  
COUNTY OF PINELLAS ~~FLORIDA~~ NEW YORK

The foregoing instrument was acknowledged before me this 26<sup>th</sup> day of March, 1998, by Stephen Rennekar, as Secretary of SUNHILL, INC., a Florida corporation, on behalf of the corporation. Said individual is personally known to me.

CECIL DABYDEEN  
Notary Public, State of New York  
No. 41-4730287  
Qualified in Queens County  
Certificate Filed in New York County  
Commission Expires February 28, 1999

*Cecil Dabydeen*  
(Signature of Notary Public)

(Print, Type or Stamp Commissioned  
Name of Notary Public)  
Date of Expiration and Number  
of Commission:

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**CONSENT OF SOLE STOCKHOLDER AND  
DIRECTOR TO  
DISSOLUTION AND LIQUIDATION**

The undersigned, constituting the sole stockholder and director of SUNHILL, INC., does hereby consent that the following plan of liquidation be adopted and be effectuated, and further waives notice of the special joint meeting for this purpose:

**RESOLVED**, that the following plan of liquidation of SUNHILL, INC. be and is hereby adopted:

1. The officers and sole director are authorized and directed to proceed promptly to wind up the corporation's affairs, to collect and reduce to possession its assets and to pay or provide for its liabilities.
2. The corporation's assets shall be distributed to the sole stockholder of the corporation as cancellation of its respective shares owned by such sole stockholder.
3. As soon as practicable, the officers shall take all appropriate and necessary actions to dissolve the corporation under Florida law.
4. The officers shall wind up the affairs of the corporation; pay or provide for its liabilities; establish a reserve in a reasonable amount to meet the known liabilities and liquidating expenses and estimated unascertained or contingent liabilities and continued expenses, if they deem such reserve desirable; distribute the sales proceeds and any other assets, subject to any remaining liabilities, to the sole stockholder in proportion to the number of shares owned by it, and cancellation of its shares; take all appropriate and necessary action to dissolve the corporation under Florida law.
5. The officers shall arrange for the distribution of any unused balance of the reserve to the sole shareholder as soon as practicable.

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6. If, in the opinion of the sole director, it is not feasible to sell the assets to the corporation on satisfactory terms in accordance with Paragraph 1 hereof, the sole director is authorized by resolution to abandon this plan, in which event, the actions authorized by Paragraphs 2 and 3 hereof shall not be taken.

7. As soon as possible after the distribution has been made, counsel for the corporation shall file Articles of Dissolution of the corporation with the Secretary of the State of Florida, and the officers of the corporation are authorized to execute all documents necessary in connection with the dissolution.


Dated: March 25, 1998.

SOLE STOCKHOLDER:

SOLE DIRECTOR:

By: SUN NLF LIMITED PARTNERSHIP,  
a Delaware limited partnership

  
\_\_\_\_\_  
William Pope

By:   
\_\_\_\_\_  
William Pope, as President  
of SunChase Land Fund, Inc.,  
Managing General Partner of  
Sun Partners Joint venture,  
General Partner of SUN NLF  
LIMITED PARTNERSHIP

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