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WATTERSON, MYLAND & KLEIT
PROFESSIONAL ASSOCIATION

SCOTT W. ZAPPOLO
ATTORNEY AT LAW

FILED
01 SEP 24 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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09/24/01-01121-004
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September 21, 2001
VIA FEDERAL EXPRESS

Department of State
Division of Corporations
Corporate Filings
409 E. Gaines Street
Tallahassee, FL 32399

600004608956--5
-09/24/01-01121-004
*****70.00 *****35.00

Re: Articles of Dissolution, Articles of Amendment and Articles of Incorporation

To Whom It May Concern:

Please find enclosed the following:

1. Affidavit of Steven S. Sorensen (as president of "Waterfront Properties, Inc.");
2. Articles of Dissolution for "Waterfront Properties, Inc.";
3. Articles of Amendment to Articles of Incorporation (changing name of "Waterfront Properties of P.B./Martin Co., Inc." to "Waterfront Properties, Inc."); and
4. Articles of Incorporation for a new corporation, "Waterfront Properties of P.B./Martin Co., Inc." (yes, the same name).

The original "Waterfront Properties of P.B./Martin Co., Inc." and "Waterfront Properties, Inc." were engaged in litigation over a service mark "Waterfront Properties." The result of this litigation is that Mr. Sorensen is relinquishing the company name "Waterfront Properties, Inc." to "Waterfront Properties of P.B./Martin Co., Inc." which is simultaneously changing its corporate name to "Waterfront Properties, Inc." This understanding is set forth in the Affidavit of Steven Sorensen.

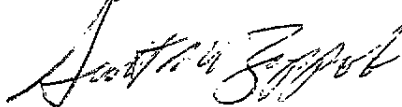
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My client would then like to incorporate a new company and reacquire the corporate name "Waterfront Properties of P.B./Martin Co., Inc." To that end, the Articles of Incorporation for a new corporation are enclosed.

As this is a delicate issue which stems from litigation, please be so kind as to contact me if you have any questions or concerns about any of the foregoing. Also enclosed for your convenience is a return Federal Express pack for return of the evidence of the successful name change and the certified copy of the Articles of Incorporation for the (new) "Waterfront Properties of P.B./Martin Co., Inc." Thank you for your time and attention to this matter.

Sincerely,



Scott W. Zappolo

SWZ:mla

Enclosures (check for Amendment and Dissolution; check for Incorporation)

cc: Geoffrey Jones, Esquire (via fax)

FILED

01 SEP 24 PM 12:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION

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

FIRST: The name of the corporation is: Waterfront Properties, Inc.

SECOND: The filing date of the articles of incorporation was: 01/09/1997

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.

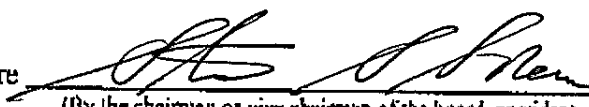
SIXTH: Adoption of Dissolution (CHECK ONE)

☐ A majority of the incorporators authorized the dissolution.

☒ A majority of the directors authorized the dissolution.

Signed this 19 day of September, 2001.

Signature


(By the chairman or vice chairman of the board, president, or other officer - if there are no officers or directors, by an incorporator.)

Steven S. Sorensen
(Typed or printed name)

President / D

(Title)