

ARC PROPERTIES, INC.

1401 BROAD STREET
CLIFTON, NEW JERSEY 07013

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WWW.ARCPROPERTIES.COM

AFFILIATES:
ARC INTERNATIONAL FUND
ARC CORPORATE REALTY TRUST

P97000058509

February 22, 2002

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-02/26/02--01057--001
*****35.00 *****35.00

Florida Dept. of State
Division of Corporations
409 East Gaines St.
Tallahassee, FL 32399



Re: Aventura-207 Investors, Ltd, a Florida Limited Partnership

Dear Sir/Madam:

Enclosed is an original, together with two (2) copies of a Certificate of Cancellation relative to the above-captioned matter. I have also enclosed a check in the amount of \$35.00 for the filing fee.

Would you kindly file the enclosed Certificate, returning a filed copy to me in the enclosed, postage prepaid envelope.

Thank you for your courtesy and cooperation in this matter.

Very truly yours,

A handwritten signature in black ink, appearing to read "Stanley L. Morrow".
Stanley L. Morrow, Esq.
General Counsel

ck (Enclosures)

FILED
02 FEB 26 PM 4: 14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*As disse
2/28*

**ARTICLES OF DISSOLUTION
OF
AVENTURA-207 INVESTORS/GP, INC.**

THE UNDERSIGNED, being a natural person of the age of 18 years or more and acting on behalf of the Corporation for the purposes of dissolving the Corporation pursuant to the provisions of the Florida Business Corporation Act, does hereby adopt the following Articles of Dissolution.

ARTICLE ONE

The name of the Corporation is Aventura-207 Investors/GP, Inc.

ARTICLE TWO

The date of filing of its Articles of Incorporation is July 3, 1997.

ARTICLE THREE

The Assigned Document Number to the Corporation is P97000058509.

ARTICLE FOUR

The date this Dissolution was authorized by the Board of Directors and Shareholders is January 18, 2002.

ARTICLE FIVE

No debt of the Corporation remains unpaid.

ARTICLE SIX

The net assets of the Corporation remaining after winding up have been distributed to the Shareholders.

ARTICLE SEVEN

A majority of the directors of the Corporation authorized the dissolution at a regular meeting held on January 18, 2002.

ARTICLE EIGHT

A majority of the Shareholders of all votes entitled to be cast voted to approve the dissolution of the Corporation at a regular meeting held on January 18, 2002.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

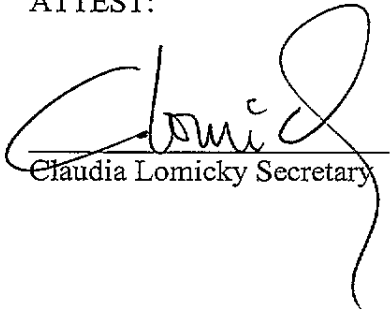
ARTICLE NINE

These Articles of Dissolution shall be effective as of the date of filing.

IN WITNESS WHEREOF, these Articles of Dissolution have been executed by Robert J. Ambrosi, as President of Aventura-207 Investors/GP, Inc., a Florida Corporation

Aventura-207 Investors/GP, Inc.

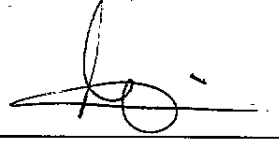
ATTEST:



Claudia Lomicky Secretary

1/26/02

By:



Robert J. Ambrosi, President