

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H06000238714 3)))



H060002387143ABC+

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:  
Division of Corporations  
Fax Number : (850)205-0380

From:  
Account Name : CORPORATION SERVICE COMPANY  
Account Number : I200000000195  
Phone : (850)521-1000  
Fax Number : (850)558-1575

FILED  
SECRETARY OF STATE  
06 SEP 27 AM 9:38

DISSOLUTION OR WITHDRAWAL  
MACRO PARTNER CORPORATION

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$35.00

Art Diss Cd 9.28.06

RECEIVED  
06 SEP 27 AM 8:00  
DIVISION OF CORPORATIONS

### ARTICLES OF DISSOLUTION

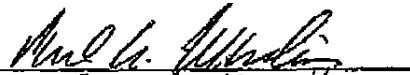
THE UNDERSIGNED, pursuant to Section 335 of the Florida Business Corporation Act ("FBCA"), for purposes of dissolving a corporation organized and existing under the FBCA, does hereby certify and set forth the following:

1. The name of the corporation (the "Corporation") is Macro Partner Corporation.
2. The date the dissolution was authorized is September 24, 2006.
3. The dissolution of the Corporation has been duly authorized by action taken by written consent of the sole shareholder of the Corporation, which is sufficient for approval of such dissolution, in accordance with Section 331 of the FBCA.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate on the date written below, and direct that it be filed with the Florida Department of State.

Dated: September 24, 2006

By:

  
Name: PAUL A. MINKIN  
Title: VICE PRESIDENT

FILED STATE  
SECRETARY OF  
06 SEP 27 AM 9:38

NYA 7975203

H06000238714 3

**WRITTEN CONSENT OF SOLE SHAREHOLDER  
OF MACRO PARTNER CORPORATION  
REGARDING DISSOLUTION OF CORPORATION**

**THE UNDERSIGNED**, being the sole shareholder (the "Sole Shareholder") of Macro Partner Corporation, a Florida corporation (the "Corporation"), **DOES HEREBY CONSENT** to the adoption of the following resolutions, pursuant to Sections 214 and 331 of the Florida Business Corporation Act (the "FBCA"), by written consent without a meeting and in lieu of a special meeting of shareholders, with full force and effect as if adopted by the unanimous affirmative vote of the Sole Shareholder at a duly called and constituted meeting:

**WHEREAS**, the assets of the Corporation consist of its ownership of a 0.1% general partnership interest in Turnberry County Club ("TCC") a Florida general partnership, which previously owned the real property known as The Turnberry Isle Resort and Club in Aventura, Florida (the "Turnberry Resort"); and

**WHEREAS**, the Turnberry Resort has been sold by TCC, and therefore the Corporation has no remaining operating assets; and

**WHEREAS**, the Board of Directors of the Corporation unanimously agreed and consented to the adoption and consummation of a plan of liquidation of the Corporation, under which the assets of the Corporation would be liquidated and distributed to the shareholders of the Corporation, after which the corporation would be dissolved; and

**WHEREAS**, the undersigned Sole Shareholder of the Corporation deems it advisable and in the best interests of the Corporation under these circumstances that the Corporation be dissolved in accordance with the requirements of the FBCA; it is hereby:

**RESOLVED**, the Corporation be dissolved; and

**FURTHER RESOLVED**, that each of the officers of the Corporation, acting alone or jointly, is hereby authorized and directed to execute Articles of Dissolution pursuant to, and in conformity with, the provisions of Section 335 of the FBCA, and to cause such Articles of Dissolution to be filed by the Florida Department of State, and to execute such other documents and instruments, and to do all other things as any of them, in their sole discretion, may deem necessary or desirable to effectuate the dissolution of the Corporation and carry these resolutions into effect, the necessity or desirability thereof to be conclusively evidenced by the execution and delivery of such documents; and

**FURTHER RESOLVED**, that each of the officers of the Corporation, acting alone or jointly, is hereby authorized to perform such acts and directed to execute any and all forms, reports and returns required by any federal, state or local government in connection with or by reason of the dissolution of the Corporation, including, but not limited to, filing a Form 966 with the Internal Revenue Service and any and all other forms, reports and returns as are deemed necessary or desirable on behalf of the Corporation to carry out fully the intent and purposes of these resolutions, the necessity or desirability thereof to be conclusively evidenced by the execution and delivery of such forms, reports and returns.

SEP. 27. 2006 3:55PM C S C

NO. 412 P. 4

H 06000238714 3

IN WITNESS WHEREOF, the undersigned has executed this instrument on the date written below, and direct that it be filed with the minutes of the Corporation.

MACRO TURNBERRY CORPORATION

Dated: September <sup>26</sup>, 2006

By: *Paul A. Mackin*  
Name: *PAUL A. MACKIN*  
Title: *VICE PRESIDENT*

H 06000238714 3