

LAW OFFICES OF
FRANK COMPARETTO, JR.
A PROFESSIONAL ASSOCIATION

AREAS OF PRACTICE

PERSONAL INJURY
GENERAL TRIAL PRACTICE
INSURANCE LITIGATION
REAL ESTATE
TITLE INSURANCE
MUNICIPAL LAW

CITRUS & CHEMICAL BANK BUILDING
114 NORTH TENNESSEE AVENUE
SUITE 204
LAKELAND, FLORIDA 33801-4659
(863) 665-6565
FAX (863) 687-8999

P99000103995

March 13, 2001

DEPARTMENT OF STATE
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

200003854082--7
-03/15/01--01055--023
*****43.75 *****43.75

Re: **Florida Realty Resales, Incorporated**

Dear Sir or Madam:

In regards to the above-referenced corporation, please find enclosed the original Articles of Dissolution and an executed copy of the Written Consent/Resolution for filing with your office. Further, attached herewith is our law firm check #18859 in the amount of \$43.75 for filing fees and a certified copy.

Thank you for your assistance in this regard.

Sincerely,

**LAW OFFICES OF
FRANK COMPARETTO, JR., P.A.**


Frank Comparetto, Jr.

Esquire

FCJr/ajb

Enclosures: Above-stated

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Vol/dis
T. LEWIS MAR 19 2001

ARTICLES OF DISSOLUTION

(FS §§ 607.257, 607.267)

The name of the corporation is **FLORIDA REALTY RESALES, INC.** It was incorporated on or about December 1, 1999. None of the shares of the corporation have been issued.

The names and respective addresses of its officers are:

| | |
|---------------------------|--|
| Byers Levy/President | 4429 Arlington Park Drive Lakeland, Florida 33801 |
| Michael Wnek/V. President | 526 Hillside Drive Auburndale, Florida 33823 |
| Marvin Knapp/Sec./Treas. | 2003 Shoreland Drive Auburndale, Florida 33823 |
| Jere Carrick/V. President | 140 Lost Lake Drive Cocoa, Florida 32921 |
| Jerry Duke/V. President | 7429 N.W. 48th Street Miami, Florida 38166 |

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The names and respective address of its directors are:

| | |
|--------------|---|
| Byers Levy | 4429 Arlington Drive Lakeland, Florida 33801 |
| Michael Wnek | 526 Hillside Drive Auburndale, Florida 33823 |
| Marvin Knapp | 2003 Shoreland Drive Auburndale, Florida 33823 |
| Jere Carrick | 140 Lost Lakes Drive Cocoa, Florida 32921 |
| Jerry Duke | 7429 N.W. 48th Street Miami, Florida 38166 |

All debts, obligations and liabilities of the corporation have been paid or discharged or adequate provision has been made therefore.

All the remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interests (or no property remained for distribution to shareholders after applying it to the payment of the liabilities and obligations of the corporation).

There are no actions pending against the corporation in any court (or adequate provision has been made for the satisfaction of any judgment, order or decree which may be entered against the corporation in any pending action).

An executed (or conformed) copy of the written consent to dissolve is attached. Such written consent has been signed by all shareholders and directors of the corporation.

A copy of the resolution to dissolve is attached. That resolution was adopted by the shareholders of the corporation on the 5 day of December, 2000.

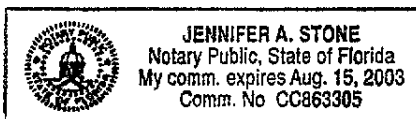
DATED this 5 day of December, 2000.

Byers Levy
President
Marv Knapp
Secretary

**STATE OF FLORIDA
COUNTY OF POLK**

Before Me personally appeared Byers Levy / Marv Knapp who is the President / Secretary of **FLORIDA REALTY RESALES, INCORPORATED** and acknowledged before me that he executed the foregoing Articles of Dissolution.

In Witness Whereof I have hereunto set my hand and seal on this 5th day of December, 2000.



Jennifer A. Stone
NOTARY PUBLIC
My Commission Expires:

**WRITTEN CONSENT OF THE STOCKHOLDERS AND DIRECTORS
IN LIEU OF SPECIAL MEETING OF THE STOCKHOLDERS AND
BOARD OF DIRECTORS PURSUANT TO SECTIONS 607.394 AND
607.134 OF THE FLORIDA GENERAL CORPORATION ACT**

At a Meeting to Liquidate and Dissolve

The undersigned, being all the Stockholders and Directors of the above named corporation, hereby take the following actions by written consent in lieu of a Special Meeting of the Board of Directors and Stockholders.

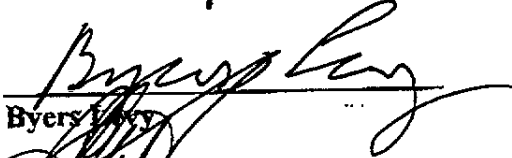
RESOLVED, that the corporation be liquidated in accordance with the provisions of Section 6043(a) of the Internal Revenue Code of 1954, as amended, and further

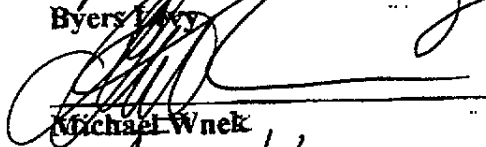
RESOLVED, that in accordance with such plan of liquidation, the officers, directors and the accountant for the corporation be and they hereby are authorized and directed to:

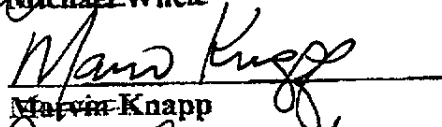
1. file form 966 within 30 days after the date hereof with the District Director of Internal Revenue Service at Chamblee, Georgia, together with a copy of this consent,
2. transfer all of the assets of the corporation to the stockholders of the corporation,
3. distribute all the assets subject to any unpaid liabilities in education and cancellation of all the outstanding stock of the corporation,
4. file a Certificate of Dissolution with the Secretary of State in Tallahassee, Florida,
5. file all other forms and documents required by the State of Florida and the Federal Government, including all requisite tax returns, as soon as possible after the distribution of the corporate assets, and
6. provide for the payment of any indebtedness owed by the corporation to any creditors or lienors, and

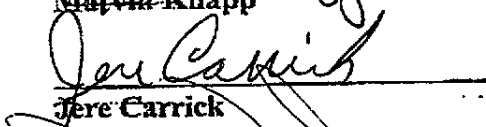
FURTHER RESOLVED, that all actions taken on behalf of this corporation by the officers and directors in connection with the foregoing determination to liquidate and dissolve the corporation, the possible sale or distribution of its assets, be and the same are hereby ratified and confirmed in all respects.

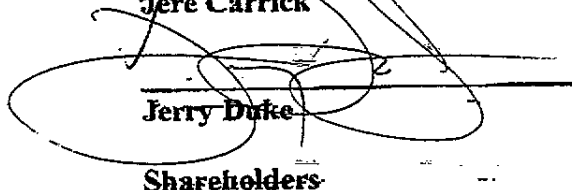
DATED: 12/5/00


Byers Levy

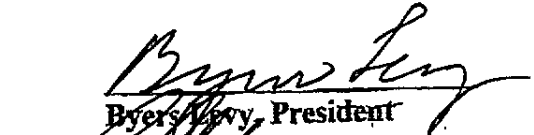

Michael Wnek

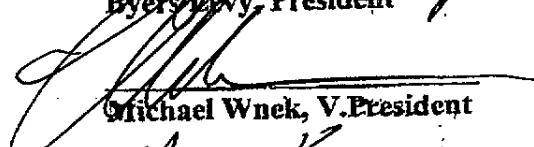

Marvin Knapp

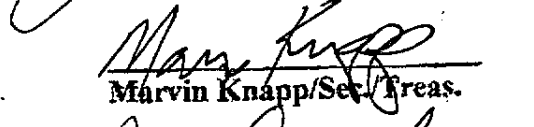

Jere Carrick


Jerry Duke

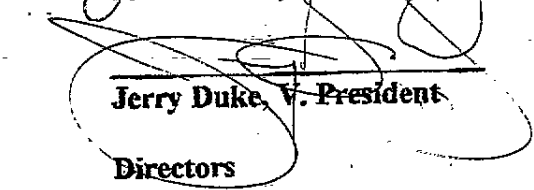
Shareholders


Byers Levy, President


Michael Wnek, V. President


Marvin Knapp, Sec. / Treas.


Jere Carrick, V. President


Jerry Duke, V. President

Directors