

S06274

DUNDEE PROPERTIES, INC.

June 4, 1997

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

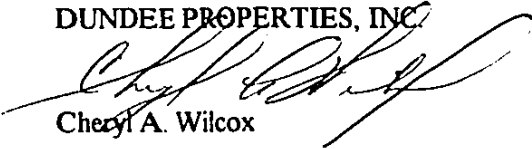
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*****43.75 *****43.75

Gentlemen:

Dundee Properties, Inc. desires to dissolve said corporation. We enclose said Articles of Dissolution and Joint Corporate Action By the Sole Shareholder/Director. Also find enclosed our check in the amount of \$43.75 (\$35.00 articles of dissolution filing fee and \$8.75 status certificate). We trust you shall find all the above in order. Should you require further information kindly contact the undersigned at the address/phone number provided below.

Sincerely,

DUNDEE PROPERTIES, INC.


Cheryl A. Wilcox

cc: F. L. Wolfson (no enclosures)

FILED
97 JUN -9 AM 7:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

See 6/16 Vol. Diss.

FILED
97 JUN -9 AM 7:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION

Pursuant to 607.1403, Florida Statutes, this Florida profit corporation submits the following Articles of Dissolution for the purposes of dissolving the Corporation:

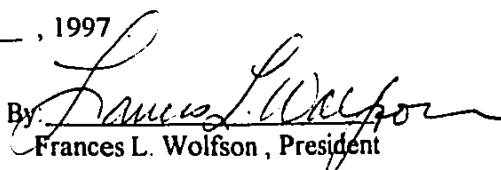
1. The name of the Corporation is: Dundee Properties, Inc.
2. The names and respective addresses of its officers and directors are:

<u>Name</u>	<u>Position</u>	<u>Address</u>
Frances L. Wolfson	President/Tres/Director	11111 Biscayne Blvd. Suite 1100 Miami, FL 33181
Cheryl A. Wilcox	V President/Secretary	RR 2, Box 113 Marathon, FL 33050

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

4. All remaining property and assets of the Corporation have been distributed to its shareholder in accordance with her respective rights and interests.
5. There are no actions pending against the Corporation in any court.
6. The written consent of the sole shareholder to dissolve the Corporation is attached hereto.

Dated this 9 day of May, 1997

By: 
Frances L. Wolfson, President

Attest: 
Cheryl A. Wilcox, Secretary

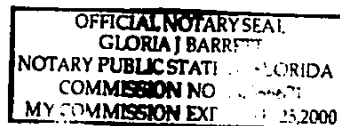
STATE OF FLORIDA)
) SS:
COUNTY OF Dade)

BEFORE ME, the undersigned authority, personally appeared Frances L. Wolfson and Cheryl A. Wilcox, President and Secretary, respectively, of Dundee Properties, Inc., who are known to me or have produced None Applicable as identification, and who subscribed to, the above Articles of Dissolution and they did freely and voluntarily acknowledged before me, according to law, that they made and prescribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Miami in said County and State, this 9th day of May, 1997.

Notary Public Gloria J. Barrett

My Commission Expires:



JOINT CORPORATE ACTION BY
SHAREHOLDER AND DIRECTOR OF

DUNDEE PROPERTIES, INC.

The undersigned, being the Shareholder and Director of Dundee Properties, Inc., a Florida corporation, does hereby agree, consent to, adopt and order the following corporation action:

1. The undersigned does hereby waive all formal requirements including the necessity of holding a formal or informal meeting, and any requirements that notice of such meeting be given.

2. The following resolution regarding the liquidation and dissolution of the Corporation is hereby *unanimously adopted by the undersigned*:

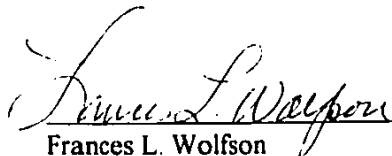
The Corporation shall liquidate and dissolve pursuant to the following Plan of Liquidation and Dissolution and in accordance with Section 331 of the Internal Revenue Code of 1986:

(a) The Corporation's officers are hereby authorized, directed and empowered to proceed promptly to wind up the Corporation's affairs, to collect and reduce to possession its assets, to pay or provide for its liabilities, and to distribute the remaining assets, subject to all remaining liabilities, to the shareholder of the Corporation in cancellation of and in exchange for her shares.

(b) As soon as practicable after the winding up of the Corporation's officers shall take all appropriate and necessary action to dissolve the Corporation under Florida law.

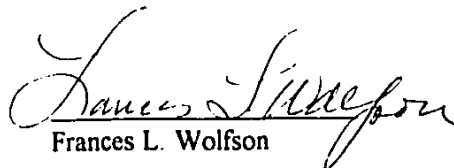
IN WITNESS WHEREOF, the undersigned Shareholder and Director has executed the foregoing Joint Corporate Action by Shareholder and Director for the purpose of giving her consent thereto as of the date listed below.

SHAREHOLDER:


Frances L. Wolfson

Dated May 9, 1997

DIRECTOR:


Frances L. Wolfson

Dated May 9, 1997