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TRANSMITTAL LETTER

TO: Amendment Section Division of Corporations
SUBJECT: Corporate Dissolution
DOCUMENT NUMBER: S 13778
The enclosed Articles of Dissolution and fee are submitted for filing.
Please return all correspondence concerning this matter to the following:
Berjamin A. Wathews (Name of Person)
Matthews Proporties Associates, Inc. (Name of Firm/Company)
(Name of Firm/Company)
One Sarah Way (Address)
Hingham, MA 02043
(City/State/and Zip Code)
For further information concerning this matter, please call:
Benjamin Watthews at (617) 395-1723 (Name of Person) (Area Code & Daytime Telephone Number)
(Name of Person) (Area Code & Daytime Telephone Number)
Enclosed is a check for the following amount:
\$35 Filing Fee \$\sum \$43.75 Filing Fee & Certificate of Status Certified Copy (Additional copy is enclosed) \$43.75 Filing Fee & \$\sum \$52.50 Filing Fee, Certified Copy (Additional copy is enclosed)
MAILING ADDRESS:STREET ADDRESS:Amendment SectionAmendment SectionDivision of CorporationsDivision of CorporationsP.O. Box 6327409 E. Gaines StreetTallahassee, Florida 32314Tallahassee, Florida 32399

ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following

articles of dissolution: FIRST: The name of the corporation as currently filed with the Department of State: Matthews Properties Associates. The document number of the corporation (if known):__ SECOND: The date dissolution was authorized: November 29, 2004 THIRD: Effective date of dissolution if applicable: (no more than 90 days after dissolution file date) FOURTH: Adoption of Dissolution (CHECK ONE) Dissolution was approved by the shareholders. The number of votes dissolution was sufficient for approval. Dissolution was approved by of the shareholders through voting group The following statement must be separately provided for each voting gr entitled to vote separately on the plan to dissolve: The number of votes cast for dissolution was sufficient for approval by Signature: (By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary)

Filing Fee: \$35

(Title of person signing)