

ABEL, BAND, RUSSELL, COLLIER, PITCHFORD & GORDON
CHARTERED

BARNETT BANK CENTER
240 SOUTH PINEAPPLE AVENUE
P.O. BOX 49948
SARASOTA, FLORIDA 34230-6948

WATS (FROM TAMPA) 645-7107
PHONE (941) 366-6660
FAX (941) 366-3999

TANDEM CENTER
SUITE 199
333 TAMAMI TRAIL SOUTH
VENICE, FLORIDA 34285

PHONE (941) 485-8200
FAX (941) 488-9436

ATTORNEYS AND COUNSELORS AT LAW

ANTHONY J. ABATE
SARALYN ABEL
DAVID S. BAND
KATHRYN ANGELL CARR*
STEVEN J. CHASE**
RONALD L. COLLIER
CHERYL L. GORDON

SCOTT E. GORDON
BENJAMIN H. HANAN
MARK D. HINDREY***
WILLIAM W. KOPF*
KURT E. LEE
BARBARA B. LEWIN
GEORGE H. MAZZARANTANI

IAN WALTERS PITCHFORD*
MALCOLM J. PITCHFORD*
JEFFREY S. RUSSELL*
LORNA B. SALOMON
MICHAEL S. TAAFFE****
DAVID S. WATSON
JOHN W. WEST III

HARVEY J. ABEL

OF COUNSEL
RICHARD W. COONEY

JOHNSON S. SAVARY

E-Mail: abelband@gate.net

ADDITIONAL JURISDICTIONS

DAVID S. BAND-DC & MD
RONALD L. COLLIER-PA & NJ
ANTHONY J. ABATE-IL
STEVEN J. CHASE-GA
MICHAEL S. TAAFFE-NJ & NY
DAVID S. WATSON-PA
SCOTT E. GORDON-OH
RICHARD W. COONEY-NY
JOHN W. WEST III-DC

*Board Certified Real Estate Lawyer
**Board Certified Civil Trial Lawyer
***Board Certified Business Bankruptcy Law
American Bankruptcy Board of
Certification
****Board Certified Business Litigation Lawyer

Please refer to our file number:

439-45

Writer's direct line:

(941) 364-2706

Reply to: Sarasota

April 14, 1998

Bureau of Corporate Records
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

600002497586--8
-04/23/98--01033--011
*****87.50 *****87.50

Re: Garden Lakes Development Corporation

Dear Sir or Madam:

Enclosed please find original and duplicate of Articles of dissolution of the above named corporation, together with a check in the amount of \$87.50 to cover the following items:

Filing of Articles of Dissolution	\$35.00
Certified Copy of Articles of Dissolution	52.50

We would appreciate your returning to us a certified copy of the Articles of Dissolution in the enclosed, postage-prepaid, addressed envelope.

Very truly yours,

ABEL, BAND, RUSSELL, COLLIER,
PITCHFORD & GORDON, CHARTERED

By: _____

Cheryl L. Gordon
For the Firm

CLG;gkm;gmk
Enclosure

#273210.1

V 40050
Cut Copy
30x
IC 1155
4-23-98

APPROVED
AND
FILED
98 APR 23 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION

OF

GARDEN LAKES DEVELOPMENT CORPORATION

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned Corporation adopts the following Articles of Dissolution for the purpose of dissolving the Corporation:

ARTICLE I - NAME

The name of the Corporation is GARDEN LAKES DEVELOPMENT CORPORATION.

ARTICLE II - RESOLUTION TO DISSOLVE

Pursuant to the authority contained in Sections 607.1402 and 607.1403 of the Florida Statutes, the sole holder of the common stock of the Corporation entitled to vote thereon elects to dissolve the Corporation effective the date these Articles of Dissolution are filed with the Secretary of State. A copy of the Resolution to Dissolve is annexed hereto. Said Resolution was adopted by the sole Shareholder of the Corporation on April 1, 1998.

IN WITNESS WHEREOF, the undersigned, being the President of the Corporation, has executed these Articles of Dissolution on this 3rd day of April, 1998.

GARDEN LAKES DEVELOPMENT
CORPORATION, a Florida corporation

By Trey Desenberg, Pres
Trey Desenberg, President

CERTIFICATE OF RESOLUTION OF DISSOLUTION

THE UNDERSIGNED, being the Secretary of GARDEN LAKES DEVELOPMENT CORPORATION, a Florida Corporation, hereinafter referred to as the "Corporation", does hereby certify that, at a duly called meeting of the Board of Directors held at the offices of the Corporation, Sarasota, Florida, on April 3, at 7:00 A.M., at which the sole Director was present and voting throughout, it was:

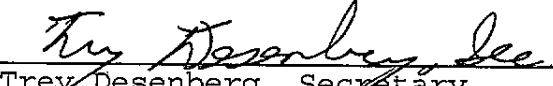
RESOLVED, that the Board of Directors recommend that the Corporation be dissolved in accordance with the voluntary dissolution provisions of Chapter 607 of the Florida Statutes, and that the questions of such dissolution be submitted to a vote of a meeting of the sole Shareholder.

THE UNDERSIGNED does further certify that at a meeting of the sole Shareholder of the Corporation held at 7:30 A.M. On April 3, 1998, at the Offices of the Corporation, upon Waiver of Notice and Consent of the meeting signed by the sole shareholder entitled to vote at such meeting, which waiver of notice and consent stated the purpose of the meeting was to consider the advisability of dissolving the Corporation, it was:

RESOLVED, by the affirmative vote of the holder of all of the shares of the Corporation, entitled to vote thereon, that the Corporation be dissolved, and it was

FURTHER RESOLVED, that the President of the Corporation be authorized and directed to prepare and execute Articles of Dissolution of the Corporation and file the same in the office of the Department of State of the State of Florida, in accordance with the voluntary dissolution provisions of Chapter 607 of the Florida Statutes.

IN WITNESS WHEREOF, I have hereunto set my signature and seal of the Corporation this 3rd day of April, 1998.


Trey Desenberg, Secretary

APPROVED
AND
FILED

98 APR 23 PM 1:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA