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April 10, 2001

Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32399

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-04/13/01--01105--006
*****35.00 *****35.00

RE: Articles of Dissolution for Belleair Beach Yacht Club

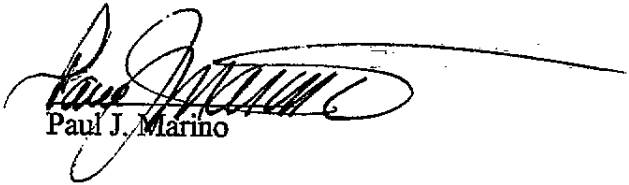
Dear Division of Corporation.

Enclosed please find all paperwork and the filing fee for dissolution of corporation, Belleair Beach Yacht Club.

Please verify the enclosed copy. I have enclosed a postage paid return envelope for your convenience.

Thank you for your cooperation in this matter.

Sincerely,


Paul J. Marino

FILED
01 APR 13 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

dissolution

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ARTICLES OF DISSOLUTION

Pursuant to the provisions of Section 607.1403, Florida Statutes, this Florida corporation submits the following Articles of Dissolution:

FIRST. The name of the corporation is the
BELLEAIR BEACH YACHT CLUB, INC.

SECOND. The date dissolution was authorized is March 5, 2001.

THIRD: Adoption of Dissolution.

Dissolution was approved by the shareholders as reflected in the corporate resolution, a copy of which is attached hereto and made a part of these Articles.

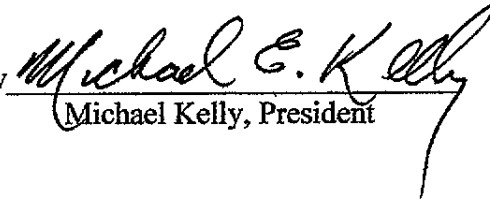
The number of votes cast for dissolution was sufficient for approval,

IN WITNESS WHEREOF, the corporate President executes these Articles of Dissolution, this 2nd day of April, 2001.

WITNESS

BELLEAIR BEACH YACHT CLUB, INC.


Secretary (Seal)

By 
Michael Kelly, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTICE OF INTENT TO DISSOLVE

TO: The Creditors of the BELLEAIR BEACH YACHT CLUB, INC.

Notice is hereby given that the Belleair Beach Yacht Club, a Florida corporation having its principal office at 444 Causeway Boulevard, Belleair Beach, Florida 33786 intends to dissolve, and that dissolution has been authorized by all of the shareholders of the corporation.

Date: 3/29/01

BELLEAIR BEACH YACHT CLUB, INC.

By Michael E. Kelly
Michael Kelly, President

CERTIFICATE OF MAILING

The undersigned certifies that he is the duly elected Secretary of the Belleair Beach Yacht Club, Inc., a Florida corporation and that on 4/2/2001 he sent certified mail to each known creditor of and claimant against the corporation, a copy of the Notice of Intent to Dissolve the corporation is made a part hereof.

Date: 4/2/2001

[Signature] (SEAL)
Secretary

RESOLUTION - 01

A RESOLUTION OF THE BELLEAIR BEACH YACHT CLUB INCORPORATED PERTAINING TO THE DISSOLUTION OF THE CORPORATION AND TRANSFER OF ALL ASSETS AND LIABILITIES TO THE CITY OF BELLEAIR BEACH, A FLORIDA MUNICIPAL CORPORATION AND PROVIDING FOR AN EFFECTIVE DATE.

WHEREAS, a special meeting of the officers, directors and stockholders of the Belleair Beach Yacht Club, Inc. was held on Monday, March 5, 2001 at 444 Causeway Boulevard, in the City of Belleair Beach, Florida for the expressed purpose of considering the dissolution of the corporation and the disposition of the assets and liabilities of the corporation, with all interested persons having been properly noticed; and,

WHEREAS, all officers, directors and stockholder were present except for Directors Kaye Woolcott, Frank Lombardi and Burt Cutler; and,

WHEREAS, The officers, directors and stockholders discussed all issues associated with the possible dissolution of the corporation after being apprised as to the legal issues associated thereto by corporate legal counsel Paul J. Marino, Esquire, and having been apprised by the corporation's certified public accountant, Richard Cristini of Bollenback & Forrest P.A., regarding pertinent information relating to taxation, accounting and transfer of assets and liabilities of the corporation to a tax-exempt public entity,

NOW THEREFORE, BE IT RESOLVED BY THE OFFICERS, DIRECTORS AND STOCKHOLDERS, INDIVIDUALLY AND COLLECTIVELY AS FOLLOWS:

Section 1. On a motion by Director Warde Chittenden and seconded by Vice President/Director Douglas Prescott, the officers, directors and stockholders, individually, collectively and unanimously voted that the Belleair Beach Yacht Club, Inc. be dissolve and that all of the assets and liabilities of the corporation be transferred to the City of Belleair Beach, Florida, a municipal corporation.


Section 2. **Be It Further Resolved**, by officers, directors and stockholders that corporate legal counsel shall proceed with either administrative dissolution of the corporation through the Office of the Secretary of State of Florida or through a Petition filed in the Circuit Courts of Pinellas County to dissolve the corporation, transfer the assets, liabilities and to notify all creditors as required by Florida law.

Section 4. Be It Further Resolved by the officers, directors and stockholders that the corporation's certified public accountant is to proceed to prepare and file all necessary tax and information returns required by the Internal Revenue Service and any appropriate agency of the State of Florida in order to dissolve the corporation, and transfer the assets and liabilities without the imposition of any tax or special assessment thereon.

PASSED AND ADOPTED this 5th day of March, 2001 at a Special Meeting of the Officers, Directors and Stockholders of the Belleair Beach Yacht Club, Inc. in the City of Belleair Beach, Florida.



Charles Pollick, Acting Chairman of
the Board of Directors



Burt Cutler, Acting Secretary
(SEAL)

(CORPORATE