

V54699

Sumatra
Requestor's Name

Address

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Interamerican Hotels Corp.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____ *diss*
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input checked="" type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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DEFINITION OF CORPORATIONS
DIVISION
TALLAHASSEE, FLORIDA

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Pictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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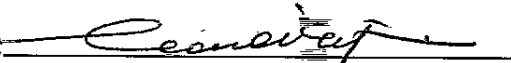
Examiner's Initials
DPR
5/12/99

**ARTICLES OF DISSOLUTION
OF
INTERAMERICAN HOTELS CORP.**

1. The name of this corporation is INTERAMERICAN HOTELS CORP.
2. INTERAMERICAN HOTELS CORP. elected to dissolve pursuant to the Unanimous Written Consent of its sole Shareholder and all the Directors, which Written Consent was effective as of the 1st day of April, 1999. A copy of the Unanimous Written Consent is attached hereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on this 1st day of April, 1999.

INTERAMERICAN HOTELS CORP., a
Florida corporation

By: 
Claudio Tupini, Director

(Corporate Seal)

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99 APR 22 PM 1:15
STATE
TALLAHASSEE FLORIDA

UNANIMOUS WRITTEN CONSENT
OF THE
SOLE SHAREHOLDER AND ALL DIRECTORS
OF
INTERAMERICAN HOTELS CORP.

The undersigned, being the sole Shareholder and all the Directors, respectively, of INTERAMERICAN HOTELS CORP., a Florida corporation (the "Corporation"), do hereby consent to the adoption and approval of the following resolutions:

Adoption of Plan of Complete Liquidation and Dissolution

WHEREAS, the Directors of this Corporation deem it advisable and in the best interest of the Corporation and its sole Shareholder that the Corporation be completely liquidated and dissolved; and

WHEREAS, the Directors find that it is advisable to adopt a plan of complete liquidation in accordance with the requirements of Section 332 of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations thereunder; and

WHEREAS, the Shareholder of this Corporation deems it advisable and in its best interest that the Corporation be completely liquidated and dissolved in accordance with the Plan of Complete Liquidation presented to it by the Directors of this Corporation, it is

RESOLVED, that the Corporation be completely liquidated in accordance with the provisions of the Internal Revenue Code of 1986, as amended, and pursuant to the following Plan of Complete Liquidation:

1. The officers of the Corporation are authorized and directed to proceed promptly to wind up the Corporation's affairs by collecting all of its assets and paying or providing for the payment of all of its liabilities.
2. As soon as practicable, the officers shall wind up the affairs of the Corporation; pay or provide for the payment of its liabilities; establish a reserve in a reasonable amount to meet any known liabilities and liquidating expenses and estimated unascertained or contingent liabilities and contingent expenses, if they deem such a reserve to be desirable; and distribute to the Shareholder in cancellation of its shares, any remaining assets of the Corporation subject to any remaining unpaid liabilities.
3. If a reserve is established to meet claims against the Corporation, the officers shall arrange for the distribution of any unused balance of the reserve to the Shareholder as soon as practicable.

4. The officers of the Corporation are authorized and directed to file, or to have tax counsel for the Corporation file, Form 966 with the Internal Revenue Service together with a certified copy of this Resolution, within 30 days after the date hereof.

5. The officers of the Corporation are authorized and directed to file all other forms and documents required by the State of Florida, including Articles of Dissolution, and the federal government, including tax returns, as soon as possible after distribution of all of the Corporation's assets.

RESOLVED, that the officers of the Corporation be, and they hereby are, authorized and directed to take such additional action as they deem necessary or appropriate to carry out the intent and accomplish the purposes of the foregoing Resolution.

Other Actions by Officers and Directors

RESOLVED, that any and all actions taken since the last meeting of the Shareholder and the Directors of this Corporation by the Directors and officers of this Corporation be, and they hereby are, ratified, confirmed and approved in all respects.

Counterpart Execution

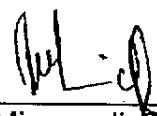
RESOLVED, that the sole Shareholder and the Directors of this Corporation be, and each of them hereby is, authorized to execute this Written Consent in one or more counterparts and that, upon such execution by the sole Shareholder and the Directors of this Corporation, this Written Consent be, and as of the effective date hereof it hereby is, approved and adopted as the act and deed of the sole Shareholder and the Directors of this Corporation.

Effective Date: April 1, 1999

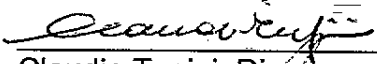
AMERICAN HOTEL HOLDINGS CO.,
Shareholder

By: 
Name: Claudio Tupini
Title: Executive Vice President

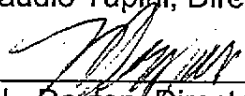
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Maurizio Micangeli, Director



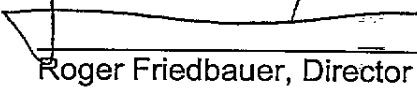
Claudio Tupini, Director



M.L. Dayton, Director



Antonio Corbeddu, Director



Roger Friedbauer, Director

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