

250190

ARJONA, CABANAS & ASSOCIATES, P.A.

ACCOUNTING, TAX PLANNING & PREPARATION

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MEMBER OF
NATIONAL SOCIETY OF PUBLIC ACCOUNTANTS
FLORIDA ASSOCIATION OF INDEPENDENT ACCOUNTANTS

September 3, 1997

Florida Dept. of State
Division of Corporations
Attn: Amendments
P.O. Box 6327
Tallahassee, Fl. 32314

300002298193--7

-09/19/97--01076--033

*****35.00 *****35.00

Re: Americana tours, Inc.
EIN: 59-1228689

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97 SEP 17 AM 9:01

Gentlemen:

We are the accountants for the above Corporation and are enclosing a copy of our client's Article of Dissolution in order to close this Corporation and a \$35 check payable to Florida Department of State for their fee.

Should you have any questions on the above, please contact me.

Sincerely,

Joseph F. Cabanas
Joseph F. Cabanas

FILING 35
R. AGENT _____
CERT. COPY _____
CUS _____
OVERPAYMENT _____
TOTAL 35

Diss.
9/17/97
58

**ARTICLES OF DISSOLUTION
OF
AMERICANA TOURS, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 SEP 17 AM 9:01

The undersigned officer of Americana Tours, Inc. ("Corporation"), desiring to dissolve the Corporation, hereby submits the following in accordance with Section 607.1403, Florida Statutes:

ARTICLE I

The name of the Corporation is Americana Tours, Inc.

ARTICLE II

The dissolution of the Corporation was authorized on July 31, 1997.

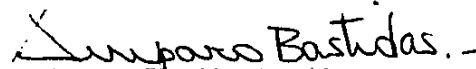
ARTICLE III

The dissolution of the Corporation was approved by all of the Shareholders, and therefore the number of votes cast for dissolution was sufficient for approval.

ARTICLE IV

These Articles of Dissolution shall be effective upon filing with the Secretary of State.

The undersigned President, for the purpose of dissolving Americana Tours, Inc. under the laws of the State of Florida, has executed these Articles of Dissolution this 31st day of July 1997.


Amparo Bastidas, President

**CONSENT IN LIEU OF A SPECIAL MEETING
OF THE SHAREHOLDERS OF
AMERICANA TOURS, INC.**

The undersigned, being a shareholder of Americana Tours, Inc. (the "Corporation"), acting pursuant to Section 607.0704 and 607.1402(6) of Florida Statutes, waiving all requirements of notice, hereby adopts the following resolutions:

WHEREAS, the best interests of the Corporation and its shareholders would be served by dissolving the Corporation; it is

RESOLVED, that the Corporation shall be dissolved as soon as possible; and it is

FURTHER RESOLVED, that the officers are specifically empowered and directed to take all actions necessary to dissolve and liquidate the Corporation, including, but not limited to the following actions:

- (a) Execute and file the Articles of Dissolution of the Corporation with the Florida Department of State;
- (b) Collect the Corporation's assets;
- (c) Make provisions for the discharge of all the Corporation's liabilities;
- (d) Distribute the Corporation's remaining property among its shareholders according to their interests, in exchange for the surrender and cancellation of their shares of the Corporation's stock;
- (e) Take all other actions necessary to wind up and completely liquidate the Corporation's stock;

IN WITNESS WHEREOF, the undersigned shareholder of Americana Tours, Inc. has executed this consent this 31st day of July, 1997.


Amparo Bastidas, President