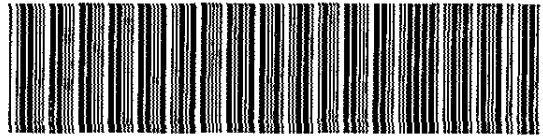


405096

(Requestor's Name)

EUGENE J. HOWARD
ATTORNEY AT LAW

1111 LINCOLN ROAD, 4TH FLOOR
MIAMI BEACH, FLORIDA 33139
(305) 538-6361
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ARTICLES OF DISSOLUTION
OF
SURF AND SAND MOTOR LODGE CORP.
(Florida Document No. 405096)

SURF AND SAND MOTOR LODGE CORP., a for profit corporation incorporated in the State of Florida, pursuant to Section 607.1403, Florida Statutes, hereby files these Articles of Dissolution as follows:

FIRST: The name of this Corporation is Surf and Sand Motor Lodge Corp.

SECOND: The date dissolution was authorized: December 15th, 2003.

THIRD: Dissolution was approved by all of stockholders of this Corporation. The number of votes cast for dissolution was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on this 13th day of December-----, 2003.

Surf and Sand Motor Lodge Corp.

By: Andre Godin
Andre Godin, President

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PLAN OF DISSOLUTION

SURF AND SAND MOTOR LODGE CORP., a Florida corporation, acting through its director(s), enters into this Plan of Dissolution on this 15th day of December -----, 2003.

BACKGROUND

Surf and Sand Motor Lodge Corp. (the "Company") is a Florida corporation currently in existence and good standing. The director(s) of the Company believes it makes business sense to have the Company liquidate and dissolve in accordance with this Plan of Liquidation.

TERMS

For the reasons described above and in consideration of the covenants herein contained, the Company shall liquidate and dissolve in accordance with this Plan of Liquidation as follows:

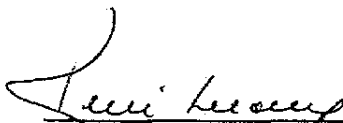
1. **Dissolution.** In accordance with the laws and applicable provisions of the laws of the State of Florida and subject to the terms and conditions of this Plan, the Company will liquidate and dissolve.
2. **Liabilities.** Prior to making distribution to the stockholders of this Company, the president of this Company shall use the available assets of the Company to pay all Company liabilities.
3. **Distribution to Stockholders.** After paying or making provision for the payment of the liabilities of the Company, the president of this Company shall execute all documents and take all actions necessary to distribute to the stockholders of this Company, all of the remaining assets of the Company¹.

¹Distribution to be to a liquidating trust for the benefit of the stockholders.

4. **Abandonment.** At any time prior to the filing of the Articles of Dissolution with the Florida Department of State, the proposed liquidation and dissolution may be abandoned by the action of the director of the Company.

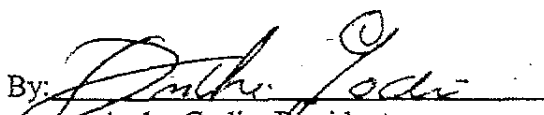
5. **Articles of Dissolution.** The president of the Company is authorized to file with the Florida Department of State, Articles of Dissolution, and the president of the Company is authorized to file with the Internal Revenue Service all forms required in connection with the liquidation and dissolution.

Surf and Sand Motor Lodge Corp.

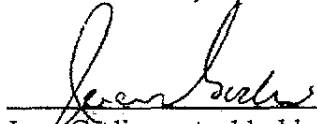
By: 
Rene Leroux, Its Sole Director

Joined into and consented to by:

140971 Canada Inc.,
a stockholder owning a 48% interest

By: 
Andre Godin, President


Gilbert Corbeil, a stockholder owning a 50% interest


Jean Godin, a stockholder owning a 1% interest


Andre Godin, a stockholder owning a 1% interest

2003minutes.dissolution.plan.surfandsand