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**Also admitted in California
and Florida
**Also Admitted in Texas*

January 18, 2000

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-01/24/00--01132--002
*****35.00 *****35.00

RE: Enclosed Articles of Dissolution for Whitehall Inn Corp., a Florida corporation

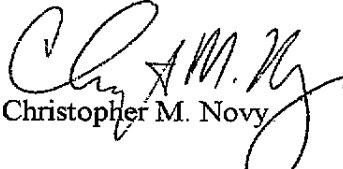
To Whom it May Concern:

Enclosed please find executed Articles of Dissolution, a copy of each filing, a check in the amount of \$35.00 for the filing fee, and a self addressed stamped envelope. Please file the Articles, stamp the copy, and return the copy and any receipt in the enclosed envelope.

Please feel free to call the undersigned if you have any questions. Thank you for your attention to this matter.

Very Truly Yours,

ROCK, FUSCO & GARVEY, LTD.


Christopher M. Novy

CMN:mmm
Enclosure

FILED
00 JAN 24 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

valid

7 LEWIS FEB 1 2000

FILED
00 JAN 24 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION

WHITEHALL INN CORP., a Florida Corporation, executes the following Articles of Dissolution pursuant to Section 607.1403 of the Florida Business Corporation Act:

- FIRST: The name of the corporation is WHITEHALL INN CORPORATION
- SECOND: The shareholders of the company approved the dissolution of the company of December 31, 1999.
- THIRD: The number of votes cast by the shareholders of the company for dissolution was sufficient for approval of that action. This was done by unanimous written consent of the shareholders pursuant to Section 607.0704 of the Florida Statutes.
- FOURTH: This dissolution shall be effective as of December 31, 1999.

Executed this 31st day of December, 1999.

WHITEHALL INN CORPORATION

By: 
Brian J. Broderick, President

By: 
Brian J. Broderick, Secretary