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J56882

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JOHN E. PHELAN
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December 1, 1999

Secretary of State
Division of Corporations
P. O. box 6327
Tallahassee, Florida 32314

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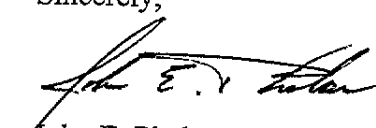
Re: Voluntary Dissolution of GAVIOTA, INC., a Florida corporation
Corporate Num. J56882
Our File No. 99-1071

Dear Sir/Madam:

Please find enclosed the Articles of Dissolution of Gaviota, Inc., a Florida corporation, as well as the Unanimous Written Consent of Shareholders to voluntary dissolution of the corporation. Also enclosed is this firm's check in the amount of \$35.00 representing the fee for filing said Articles and the Consent.

Should you have any additional questions regarding this matter, please do not hesitate to contact the undersigned.

Sincerely,


John E. Phelan
For the Firm

DISS
12-13-99
JEP

JEP:jm
Enclosures

FILED
TALLAHASSEE, FLORIDA

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ARTICLES OF DISSOLUTION OF GAVIOTA, INC., A FLORIDA CORPORATION

Pursuant to §607.1403, Florida Statutes, this Florida for profit corporation submits the following articles of dissolution:

FIRST

The name of the corporation is Gaviota, Inc.

SECOND

The date dissolution was authorized: August 21, 1999

THIRD

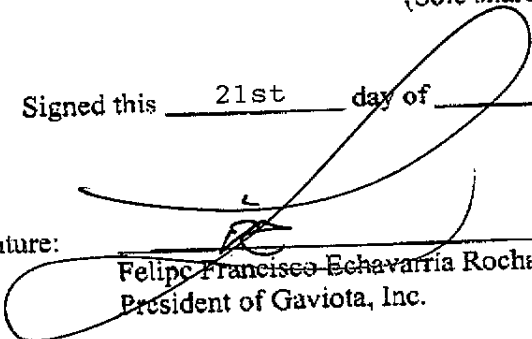
Adoption of Dissolution was approved by the sole shareholder. The number of votes cast for dissolution was sufficient for approval.

The number of votes cast for dissolution was sufficient for approval by:

NEW WORLD REAL ESTATE COMPANY, LTD.
(Sole shareholder)

Signed this 21st day of August, 1999.

Signature:


Felipe Francisco Echavarría Rocha, as
President of Gaviota, Inc.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

NEW WORLD REAL ESTATE COMPANY, LTD.

**UNANIMOUS WRITTEN CONSENT OF SHAREHOLDER TO VOLUNTARY
DISSOLUTION OF GAVIOTA, INC.**

We, the undersigned, as the Managing Directors of the sole corporate shareholder of Gaviota, Inc. a Florida corporation, consent to the voluntary dissolution of the corporation, and authorize and direct the appropriate officers of Gaviota, Inc. to take all steps necessary or appropriate to carry out the intent of this resolution, including but not limited to paying and discharging all liabilities, distribution of remaining property, and doing all things necessary to wind up and liquidate the business and affairs of Gaviota, Inc.

In assent to the above, the undersigned three (3) Managing Directors on behalf of the sole shareholder, New World Real Estate Company, Ltd. have signed his or her name in unanimous concurrence to this resolution.

NEW WORLD REAL ESTATE COMPANY, LTD., owner and holder of 7,500 shares of Gaviota, Inc., which shares constitute all shares issued and outstanding of Gaviota, Inc.

Authorized this 21st of August, 1999.

By: 

Mr. Felipe Francisco Echavarría Rocha, as Managing Director of New World Real Estate Co., Ltd.

By: 

Mrs. M. de Carvajal, as Managing Director of New World Real Estate Co., Ltd.

By: 

Ms. C. Echavarría Rocha, as Managing Director of New World Real Estate Co., Ltd.