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November 21, 1997

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

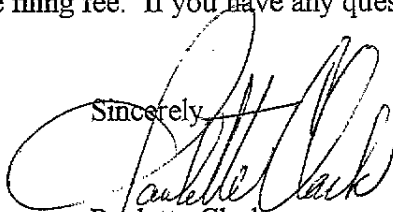
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*****35.00 *****35.00

Re: Articles of Dissolution - Sunny Shores Yacht Charters, Inc.

Dear Sir or Madam:

Please find enclosed for filing the articles of dissolution for Sunny Shores Yacht Charters, Inc. along with the appropriate filing fee. If you have any questions, or if changes are necessary, please call me.

Sincerely,



Paulette Clark

Legal Assistant to Robb R. Maass

97 NOV 24 AM 9:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

Handwritten notes: "182899", "HPX", "FCDiss", "11-21-97"

**ARTICLES OF DISSOLUTION
OF SUNNY SHORE YACHT CHARTERS, INC.
PURSUANT TO 607.1402 AND 607.1403 OF
THE FLORIDA BUSINESS CORPORATION ACT**

To: Department of State
Tallahassee, Florida 32304

Date Paid _____
Filing Fee \$ _____

Pursuant to the provisions of Sections 607.1402 and 607.1403 of the Florida Business Corporation Act, Sunny Shore Yacht Charters, Inc. (the "Corporation") adopts the following Articles of Dissolution for the purpose of dissolving the Corporation:

1. The name of the corporation is Sunny Shore Yacht Charters, Inc.
2. The Corporation's dissolution was authorized on October 27, 1997, by written consent signed by its sole shareholder and director, a copy of which is attached to these articles. As indicated in the written consent, the sole shareholder approved the dissolution, and his consent alone was sufficient for approval.

3. The names and respective addresses of the officers of the Corporation are as follows:

| <u>Name</u> | <u>Officer</u> | <u>Address</u> |
|---------------------|----------------------|---------------------------------------|
| Samuel R. Dell, Jr. | President, Secretary | P.O. Box 217 N. Syracuse, NY 13212 |
| Robert B. Wayne | Treasurer | P.O. Box 217 N. Syracuse, NY 13212 |
| Arthur J. Bigsby | Assistant Secretary | P.O. Box 217 N. Syracuse, NY 13212 |

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
APPROVED
AND
FILED

4. The name and address of the director of the Corporation is as follows:

| <u>Name</u> | <u>Address</u> |
|---------------------|---------------------------------------|
| Samuel R. Dell, Jr. | P.O. Box 217 N. Syracuse, NY 13212 |

5. All debts, obligations, and liabilities of the Corporation have been paid or discharged or adequate provision has been made therefor.

6. All the property and assets of the Corporation remaining after payment of all debts, obligations, and liabilities of the Corporation have been distributed to its sole shareholder in accordance with his rights and interests.

7. There are no actions pending against the Corporation in any court.

DATE: October 27, 1997.

Sunny Shore Yacht Charters, Inc.

By: 

Samuel R. Dell, Jr., President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

**WRITTEN CONSENT OF SOLE SHAREHOLDER AND DIRECTOR
OF SUNNY SHORE YACHT CHARTERS, INC., A FLORIDA CORPORATION,
IN LIEU OF A SPECIAL MEETING**

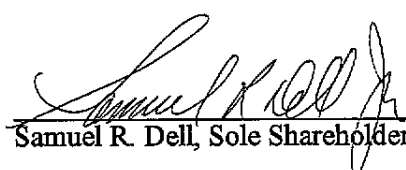
The undersigned, being the sole shareholder and director of Sunny Shore Yacht Charters, Inc., a Florida corporation (the "Corporation"), hereby takes the following written action as of October 27, 1997, in lieu of holding a meeting regarding same, all pursuant to the terms of Sections 607.0704 and 607.0821, Florida Statutes:

RESOLVED, that the Board of Directors hereby recommends to the Shareholder that the Corporation be dissolved, and the Shareholder hereby adopts such recommendation to dissolve the Corporation, effective October 27, 1997;

FURTHER RESOLVED, that the Corporation shall take the necessary steps to dissolve as of October 27, 1997, and shall distribute to Samuel R. Dell, Jr., the Corporation's sole Shareholder, all of the property and assets of the Corporation that remain after payment of all its debts, obligations, and liabilities; and

FURTHER RESOLVED, that the officers and Director of the Corporation are hereby authorized and directed to take any and all action necessary to effectuate the foregoing resolution.

DATE: October 27, 1997



Samuel R. Dell, Sole Shareholder and Director

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED