

P92000014489



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 134660 167868A

AUTHORIZATION :

Patricia Piggitt

COST LIMIT : \$ 35.00

ORDER DATE : February 15, 1999

ORDER TIME : 9:47 AM

500002775065--7

ORDER NO. : 134660-005

CUSTOMER NO: 167868A

CUSTOMER: Lisa P. Clontz, Legal Asst
First Union Corporation
One First Union Ctr
Legal Dept. - 31st Floor
Charlotte, NC 28288

DOMESTIC FILINGS

NAME: FT. LAUDERDALE HOTEL HOLDING
COMPANY

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

FILED
99 FEB 15 PM 4:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 FEB 15 AM 10:47
DIVISION OF CORPORATIONS

See 2/15

**ARTICLES OF DISSOLUTION
OF
FT. LAUDERDALE HOTEL HOLDING COMPANY**

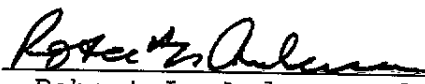
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99 FEB 15 PM 4:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1403, Florida Statutes, this Florida profit corporation submits the following Articles of Dissolution:

- FIRST:** The name of the corporation is Ft. Lauderdale Hotel Holding Company.
- SECOND:** The day dissolution was authorized: February 15, 1999
- THIRD:** Adoption of dissolution: Dissolution was approved by the unanimous written consent of the sole shareholder of the corporation, as evidenced by the Statement of Intent and Written Consent attached hereto. The number of votes cast for dissolution was sufficient for approval.
- FOURTH:** These articles of Dissolution shall be effective upon filing.

IN WITNESS WHEREOF, these Articles of Dissolution have been executed on behalf of the corporation by its officer duly authorized.

FT. LAUDERDALE HOTEL HOLDING COMPANY

By: 
Name: Robert L. Andersen
Title: Senior Vice President


**STATEMENT OF INTENT TO DISOLVE
FT. LAUDERDALE HOTEL HOLDING COMPANY
BY WRITTEN CONSENT OF THE SHAREHOLDER**

Pursuant to the provisions of Section 607.0704 and Section 607.1402(6), Florida Statutes, the undersigned, as sole shareholder of Ft. Lauderdale Hotel Holding Company, a Florida corporation, hereby consents, and submits the following Statement of Intent to dissolve the corporation upon written consent of its shareholder:

1. The name of the corporation is Ft. Lauderdale Hotel Holding Company.
2. The sole shareholder of the corporation hereby authorized the dissolution of the corporation, acting in accordance with Section 607.0704, Florida Statutes.

DATED: Effective the 15th day of February, 1999.

FIRST UNION NATIONAL BANK

By: 
Name: Robert L. Andersen
Title: Senior Vice President

PLAN OF LIQUIDATION

THIS PLAN OF LIQUIDATION (HEREINAFTER CALLED THE "PLAN"), IS ADOPTED TO ACCOMPLISH THE LIQUIDATION OF FT. LAUDERDALE HOTEL HOLDING COMPANY, A FLORIDA CORPORATION (THE "CORPORATION"):

1. All of the issued and outstanding stock of the corporation is owned and held by First Union National Bank, the successor by merger of First Union National Bank of Florida.
2. The Corporation shall proceed to conclude the winding up of its affairs in an orderly fashion as soon as practical, making such use and disposition of its assets to others as may appear advantageous to the board of directors.
3. The board of directors will take all necessary steps to obtain the consent of the shareholder to dissolve the corporation and end its corporate existence under the laws of the state of Florida, following the complete sale and liquidation of its assets.
4. The board of directors has made provision for the payment of all creditors of the corporation.
5. The officers of the corporation and its board of directors, both as directors and trustees for the corporation after dissolution, are hereby authorized to do and perform such acts, execute and deliver such documents, and do all other things as may be reasonably necessary or advisable to accomplish this plan.

IN WITNESS WHEREOF, this Plan has been executed on behalf of the Corporation by its officer duly authorized as of the 15th day of February, 1999.

FT. LAUDERDALE HOTEL HOLDING COMPANY

By: Robert L. Andersen
Name: Robert L. Andersen
Title: Senior Vice President