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REFERENCE NUMBER	OXFORD
WILKINSON	TELEPHONE
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AMERICAN INCL	
152 AVENUE #101	

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BER(S), (if known):

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NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SH/10

**ARTICLES OF DISSOLUTION
OF
OXFORD SUSSEX HOLDINGS, INC.**

EFFECTIVE DATE

12-31-96

The undersigned officers of Oxford Sussex Holdings, Inc., a Florida Corporation (the "Corporation"), adopt the following Articles of Dissolution pursuant to Section 607.1402 and 607.1403, Florida Statutes:

1. The name of the Corporation is Oxford Sussex Holdings, Inc.
2. The dissolution was authorized on October 6, 1996.
3. The dissolution was approved by unanimous written consent of all of the directors and shareholders of the Corporation, which was sufficient for approval of the dissolution.
4. The effective date of the dissolution shall be December 31, 1996.

Dated: December 31, 1996

By: William Downing
William Downing, President

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TALLAHASSEE, FLORIDA

OXFORD SUSSEX HOLDINGS. INC.

**Resolution Adopted Pursuant to
Unanimous Written Consent to Action**

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The undersigned being the all of the directors and the sole shareholder of Oxford Sussex Holdings, Inc. (the "Corporation"), hereby adopt the following resolutions pursuant to unanimous written consent to action effective as of October 6, 1996:

RESOLVED, the shareholders, the officers and the directors of the Corporation have hereby decided that the Corporation is to be completely liquidated.

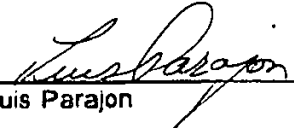
FURTHER RESOLVED, that the Plan of Liquidation is as follows:


PLAN OF LIQUIDATION

The Officers of the Corporation, and each of them, are hereby authorized and directed to do all acts and deeds and execute all instruments, agreements, conveyances and documents, and pay all expenses, fees and charges as in their sole discretion are necessary and desirable to effect the complete liquidation of the Corporation and distribute all of its remaining assets to its shareholders in exchange for the surrender and complete cancellation of the stock of the Corporation

FURTHER RESOLVED, that the proper officers be, and they hereby are, authorized to file Articles of Dissolution with the Department of State of the State of Florida if they deem such action necessary or appropriate, it being the understanding of the Directors and shareholder that the officers of the Corporation may, in their discretion, maintain the status of the Corporation with the Office of the Secretary of State of Florida as active; and

FURTHER RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized and directed to do or cause to be done all such further acts and things as they may deem necessary and proper in order to effect the dissolution and liquidation of the Corporation in accordance with the plan of liquidation adopted by the shareholders and the Board of Directors of the Corporation.


Luis Parajon



Ramon MacCrohn

Juan Felix Huarte



Fernando Fernandez Victorio

Oxford Sussex Holdings International,
Inc.

by: 

Luis Parajon, President