PALICANSES FISHER

March 13, 1997

Department of State Division of Corporations P O Box 6327 Tallahassee, FL 32314 600002114056--5 -03/14/97--01089--001 *****96.25 *****86.25

RE: Dissolution of a Florida Corporation

To Whom It May Concern:

Enclosed please find the fully executed Dissolution form for North American Resorts and the check covering fees for filing, a certificate of status and a certified copy of the dissolution. At your convenience, please return said copies.

Also, please notify Michael Mays, Document Specialist of this dissolution. North American Resorts, Inc. also has a Colorado identification number and the company is filing as a foreign corporation to do business in the state of Florida. I cannot use my Colorado company name until the Florida company name is dissolved as they are the same name. Mr. Mays is assisting me with the foreign corporations filing and directed me on this.

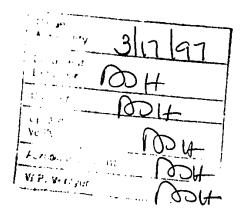
Thank you for all your assistance. If you have any questions, please call me at 407-841-1917.

Most Sincerely Yours,

Barbara E. Barnette

Enclosures

cc: Michael Mays



ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution: The name of the corporation is: North American Resorts FIRST: SECOND: The date dissolution was authorized: <u>March</u> 13, 1997 THIRD: Adoption of Dissolution (CHECK ONE) Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval. Dissolution was approved by vote of the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve: The number of votes cast for dissolution was sufficient for approval by (voting group) Signed this ____/3___ day of ___ (By the Chairman or Vice Chairman of the Board, President, or other officer)