

belief, the matters and facts set forth in these Articles of Dissolution with respect to the approval thereof are true in all material respects.

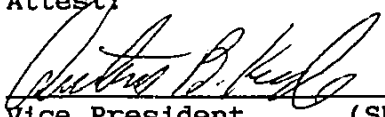
IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on the 8th day of April, 1997.

ROOMS ACROSS AMERICA, INC.

By: 

President

Attest:



Vice President (SEAL)

WRITTEN CONSENT OF THE STOCKHOLDERS AND DIRECTORS

ROOMS ACROSS AMERICA, INC.

PURSUANT TO THE FLORIDA GENERAL CORPORATION ACT

The undersigned, being all of the stockholders and directors of the above-named corporation, hereby take the following actions by Written Consent in Lieu of a Special Meeting of the Board of Directors and Stockholders:

RESOLVED, that the Corporation be liquidated in accordance with the provisions of Section 331 of the Internal Revenue Code of 1986, as amended, the Plan of Liquidation adopted by the corporation on the 8th day of April, 1997; and

FURTHER RESOLVED, that in accordance with such Plan of Liquidation, the officers, directors and the accountant for the Corporation be and they hereby are authorized and directed to take any and all actions necessary to effectuate the dissolution of the corporation effective April 8, 1997, including the following:

- (1) File Form 966 within thirty (30) days after the date hereof with the District Director of the Internal Revenue Service at Chamblee, Georgia, together with a copy of this Consent;
- (2) Transfer all of the assets of the Corporation if any, to the Stockholders of the Corporation;
- (3) Distribute all the assets subject to any unpaid liabilities and reduction and cancellation of all the outstanding stock of the Corporation;
- (4) File all other forms and documents required by the State of Florida and the Federal Government, including all requisite tax returns as soon as possible after the distribution of the Corporate assets; and
- (5) Provide for the payment of any indebtedness owed by the Corporation to any creditors or lienors; and

FURTHER RESOLVED, that all actions taken on behalf of this Corporation by the officers and directors in connection with the foregoing determination to liquidate and dissolve the Corporation, the possible sale or distribution of its assets, be and the same are hereby ratified and confirmed in all respects.

Dated: April 8, 1997



Debra L. Hensen
Shareholder & Director



Arthur B. Kasney
Shareholder & Director