CORPORATE 'ACCESS, 1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303 INC. ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666 P.O. Box 37066 (32315-7066) CERTIFIED COPY X_рното сору (CORPORATE NAME & DOCUMENT #) SPECIAL INSTRUCTIONS_

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ARTICLES OF DISSOLUTION OF ROOMS ACROSS AMERICA, INC.

FIRST: The name of the Corporation is ROOMS ACROSS AMERICA, INC., which was duly incorporated on December 5, 1995, by the State of Florida.

SECOND: The address of the principal office of the corporation is 1900 S. Harbor City Blvd., Melbourne, FL 32901.

THIRD: The name, title and post office address of sach of the officers of the Corporation are as follows:

President/ Secretary DEBRA L. HENSON

1900 S. Harbor City Blvd.

Melbourne, FL 32901

Vice President:

ARTHUR B. KASNEY

1900 S. Harbor City Blvd.

Melbourne, FL 32901

FOURTH: The name and post office address of each of the directors of the Corporation are as follows:

DEBRA L. HENSON 1900 S. Harbor City Blvd. Melbourne, FL 32901

ARTHUR B. KASNEY 1900 S. Harbor City Blvd. Melbourne, FL 32901

FIFTH: The dissolution of the corporation was approved in the manner and by the vote required by law and by the charter of the corporation. The dissolution of the corporation was duly authorized by the Board of Directors and recommended to the stockholders of the corporation.

SIXTH: One hundred percent (100%) of the shares entitled to vote for dissolution approved dissolution by Written Consent of the shareholders dated April 8, 1997, said percentage being sufficient for approval of dissolution. A copy of the written consent is attached hereto as Exhibit "A" and incorporated herein by reference.

The undersigned President and Vice President certify under the penalties of perjury that to the best of knowledge, information and

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 $2^{\frac{17}{3}}$ day of April, 1997.

ROOMS ACROSS AMERICA, INC.

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