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ESPANOLA WAY INVESTORS, INC.
1633 Jefferson Avenue
Miami Beach, Florida 33199

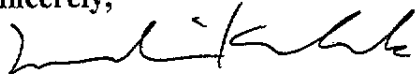
Florida Department of State
Division of Corporations
PO Box 6237
Tallahassee, FL 32314

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-02708/99--01134--005
*****35.00 *****35.00

Dear Sir or Madam:

Enclosed please find Articles of Dissolution under Section 607.1403 with a check for the filing fee of \$35. Also enclosed are copies of Form 966 Corporate Dissolution or Liquidation and a Statement of Action taken in lieu of a special meeting of the directors and shareholders filed with the IRS.

Sincerely,



Madison Kent Karlock
President

FILED
99 FEB - 8 AM 9: 34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WJ/clis

TLL FEB 4 1 1999

ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FILED
99 FEB -8 AM 9:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The name of the corporation is: Espanola Way Investors, Inc

SECOND: The date dissolution was authorized: 12/31/98

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 all shareholders (voting group) ."]

Signed this 31 day of December, 19 98

Signature 
(By the Chairman or Vice Chairman of the Board, President, or other officer)

Madison Kent Karlock
(typed or printed name)

President
(title)

**STATEMENT OF ACTION TAKEN IN LIEU OF A SPECIAL MEETING OF
THE DIRECTORS AND SHAREHOLDERS
OF**

Espanola Way Investors, Inc.

Pursuant to Sections 607.0704, 607.0821 and 607.1403 of the Florida Statutes, the undersigned, being a shareholder of Espanola Way Investors, Inc. (the "Corporation") and all appointed Directors of the Corporation, do hereby consent to and take the following actions in writing without a meeting.

RESOLVED: That the following plan of liquidation of the Corporation be and is hereby adopted:

1. The Corporation shall cease doing business as a going concern, make provision for payment of it's creditors, liquidate it's assets and file Articles of Dissolution with the Florida Department of State.
2. Within 30 days of the date written below, the Corporation shall file Form 966 with the Internal Revenue Service, together with this copy of the resolution.
3. The officers and directors of the Corporation are empowered, authorized and directed to carry out the provisions of this resolution, and to adopt any further resolutions that may be found necessary in liquidating the Corporation in accordance with the foregoing intent.
4. Simultaneously herewith, the shareholders waive any and all rights given by law to dissent to the foregoing transactions and to have their shares of stock in the Corporation purchased or redeemed for their fair market value.

Dated this 31st day of December, 1998


Shareholder/Director