

P96000048769

Sunstate Research

Requestor's Name

143 W. Whetherburne

Address

Way

Tee, FL 32301

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. American Hotel Holdings Co  
(Corporation Name) (Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

name change  
Amend  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
99 APR 15 PM 4: 29  
FILED

- Walk in
- Mail out
- Pick up time \_\_\_\_\_
- Will wait
- Photocopy
- Certified Copy
- Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

300002838769--5  
-04/14/99--01045--015  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

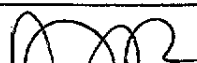
OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

\*00789,02546,00672

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
99 APR 14 AM 11: 16

RECEIVED

Examiner's Initials 



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

April 14, 1999

Sunstate Research Associates  
143 W. Whetherbine Way  
Tallahassee, FL 32301

SUBJECT: AMERICAN HOTEL HOLDINGS CO.  
Ref. Number: P96000048769

We have received your document for AMERICAN HOTEL HOLDINGS CO. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of a voluntarily dissolved corporation or limited liability company. The name of a voluntarily dissolved Florida corporation or limited liability company is not available for the assumption or use by another entity until 120 days after the effective date of dissolution unless the dissolved entity provides the Department of State with a notarized affidavit, stating they have no intention of revoking the dissolution, therefore, releasing the name for use to another entity.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey  
Corporate Specialist

Letter Number: 699A00019034

*corrected*  
*Please have*  
*dated 4/14/99*  
*affidavit attached*

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

99 APR 20 PM 12:05

RECEIVED

FILED  
99 APR 15 PM 4:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION OF  
AMERICAN HOTEL HOLDINGS CO.

Pursuant to the provision of Section 607.1006 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is AMERICAN HOTEL HOLDINGS CO. (the "Corporation").

2. The following amendment of the Articles of Incorporation was agreed to and adopted by the unanimous written consent of the Directors and Shareholders of the Corporation dated the 29th day of March, 1999, in the manner prescribed by Section 607.1003 of the Florida Business Corporation Act:

ARTICLE I of the Articles of Incorporation of the Corporation shall be amended to read as follows:

"ARTICLE I

The name of the Corporation shall be INTERAMERICAN HOTELS CORP., and its address shall be 270 NE 4th Street, Miami, Florida 33132."

Dated: April 13, 1999

AMERICAN HOTEL HOLDINGS CO.  
a Florida corporation

By:   
Claudio Tupini, Vice President

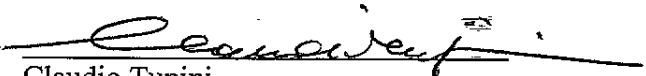
AFFIDAVIT

STATE OF FLORIDA :  
: SS:  
COUNTY OF MIAMI-DADE:

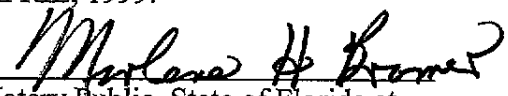
Before me, the undersigned authority duly authorized to take oaths and acknowledgments, personally appeared CLAUDIO TUPINI, who by me being duly sworn, deposes and says:

- 1. That he is the duly elected Executive Vice President of InterAmerican Hotels Corp., a Florida corporation ("IAHC).
- 2. That IAHC is a wholly-owned subsidiary of American Hotel Holdings Co., a Florida corporation ("American").
- 3. That Articles of Dissolution of IAHC were filed on April 2, 1999 with the Florida Secretary of State, a copy of which are attached as Exhibit "A", and such Articles of Dissolution were executed by American as the sole Shareholder if IAHC.
- 4. That the sole Shareholder and Directors of IAHC do not intend to revoke the Articles of Dissolution of IAHC.
- 5. That the sole Shareholder and Directors of IAHC consent to the release of the name "InterAmerican Hotels Corp." to IAHC.

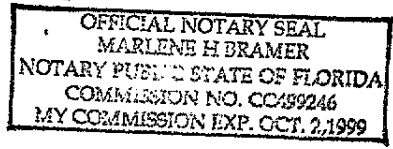
FURTHER, YOUR AFFIANT SAYETH NOT.

  
Claudio Tupini

SWORN TO AND SUBSCRIBED  
BEFORE ME, THIS 15<sup>th</sup> DAY OF  
APRIL, 1999.

  
Notary Public, State of Florida at  
Large

My Commission expires: .



# State of Florida



## Department of State

I certify the attached is a true and correct copy of the Articles of Dissolution, filed on April 2, 1999, dissolving INTERAMERICAN HOTELS CORP., a Florida Corporation, as shown by the records of this office. =

The document number of this corporation is V54699. -

Given under my hand and the  
Great Seal of the State of Florida  
at Tallahassee, the Capitol, this the  
Second day of April, 1999



CR2EO22 (1-99)

*Katherine Harris*

Katherine Harris  
Secretary of State


ARTICLES OF DISSOLUTION  
OF  
INTERAMERICAN HOTELS CORP.

FILED  
99 APR -2 PM 1:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The name of this corporation is INTERAMERICAN HOTELS CORP.
2. INTERAMERICAN HOTELS CORP. elected to dissolve pursuant to the Unanimous Written Consent of its sole Shareholder and all the Directors, which Written Consent was effective as of the 1st day of April, 1999. A copy of the Unanimous Written Consent is attached hereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on this 1st day of April, 1999.

INTERAMERICAN HOTELS CORP., a  
Florida corporation

By:   
Claudio Tupini, Director

(Corporate Seal)

UNANIMOUS WRITTEN CONSENT  
OF THE  
SOLE SHAREHOLDER AND ALL DIRECTORS  
OF  
INTERAMERICAN HOTELS CORP.

The undersigned, being the sole Shareholder and all the Directors, respectively, of INTERAMERICAN HOTELS CORP., a Florida corporation (the "Corporation"), do hereby consent to the adoption and approval of the following resolutions:

Adoption of Plan of Complete Liquidation and Dissolution

WHEREAS, the Directors of this Corporation deem it advisable and in the best interest of the Corporation and its sole Shareholder that the Corporation be completely liquidated and dissolved; and

WHEREAS, the Directors find that it is advisable to adopt a plan of complete liquidation in accordance with the requirements of Section 332 of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations thereunder; and

WHEREAS, the Shareholder of this Corporation deems it advisable and in its best interest that the Corporation be completely liquidated and dissolved in accordance with the Plan of Complete Liquidation presented to it by the Directors of this Corporation, it is

RESOLVED, that the Corporation be completely liquidated in accordance with the provisions of the Internal Revenue Code of 1986, as amended, and pursuant to the following Plan of Complete Liquidation:

1. The officers of the Corporation are authorized and directed to proceed promptly to wind up the Corporation's affairs by collecting all of its assets and paying or providing for the payment of all of its liabilities.
2. As soon as practicable, the officers shall wind up the affairs of the Corporation; pay or provide for the payment of its liabilities; establish a reserve in a reasonable amount to meet any known liabilities and liquidating expenses and estimated unascertained or contingent liabilities and contingent expenses, if they deem such a reserve to be desirable; and distribute to the Shareholder in cancellation of its shares, any remaining assets of the Corporation subject to any remaining unpaid liabilities.
3. If a reserve is established to meet claims against the Corporation, the officers shall arrange for the distribution of any unused balance of the reserve to the Shareholder as soon as practicable.

4. The officers of the Corporation are authorized and directed to file, or to have tax counsel for the Corporation file, Form 966 with the Internal Revenue Service together with a certified copy of this Resolution, within 30 days after the date hereof.

5. The officers of the Corporation are authorized and directed to file all other forms and documents required by the State of Florida, including Articles of Dissolution, and the federal government, including tax returns, as soon as possible after distribution of all of the Corporation's assets.

RESOLVED, that the officers of the Corporation be, and they hereby are, authorized and directed to take such additional action as they deem necessary or appropriate to carry out the intent and accomplish the purposes of the foregoing Resolution.

Other Actions by Officers and Directors

RESOLVED, that any and all actions taken since the last meeting of the Shareholder and the Directors of this Corporation by the Directors and officers of this Corporation be, and they hereby are, ratified, confirmed and approved in all respects.

Counterpart Execution

RESOLVED, that the sole Shareholder and the Directors of this Corporation be, and each of them hereby is, authorized to execute this Written Consent in one or more counterparts and that, upon such execution by the sole Shareholder and the Directors of this Corporation, this Written Consent be, and as of the effective date hereof it hereby is, approved and adopted as the act and deed of the sole Shareholder and the Directors of this Corporation.

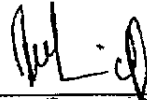
Effective Date: April 1, 1999

AMERICAN HOTEL HOLDINGS CO.,  
Shareholder

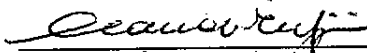
By:   
Name: Claudio Tupini  
Title: Executive Vice President

**REMAINDER OF PAGE LEFT BLANK INTENTIONALLY**

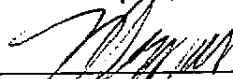




Maurizio Micangeli, Director



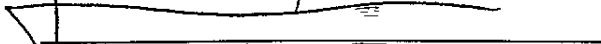
Claudio Tupini, Director



M.L. Dayton, Director



Antonio Corbeddu, Director



Roger Friedbauer, Director

MIA98 13125.1 - MAS