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April 4, 1997

VIA FEDERAL EXPRESS

Ms. Karen Beyer  
Corporations Division  
Secretary of State of Florida  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Doral Holding Corp.

Dear Ms. Beyer:

Pursuant to our telephone conversation, enclosed are the following documents prepared on behalf of Doral Holding Corp.:

1. Articles of Dissolution;
2. Affidavit regarding revocation of voluntary dissolution and release of corporate name;
3. Articles of Incorporation.
4. Our check in the amount of \$210.00 in payment of filing fees (\$87.50 for dissolution and \$122.50 for incorporation).

As we discussed, we intend to dissolve the existing Doral Holding Corp. and form a new corporation by the same name on Monday, April 7, 1997. Would you please assist us with these filings? A return Federal Express envelope is enclosed for your convenience. Thank you very much for your help with this matter.

Sincerely,

*Jan E. Blanck*

Jan E. Blanck,

Lawyer's Assistant to Rosa E. Schechter

cc: Rosa Eckstein Schechter, Esq.

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R. AGENT  
CERT. COPY 52.50  
CUS  
OVERPAYMENT  
TOTAL 87.50

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 APR -7 PM 12:25


AFFIDAVIT PURSUANT TO SECTION 607.1422(4) OF THE FLORIDA BUSINESS CORPORATION ACT

State of Florida        }  
County of Dade        }       SS:

Before me, the undersigned authority, on April 4, 1997, personally appeared Ana Maria Davide, President of Doral Holding Corp., a Florida corporation (the "Corporation"), who, after being duly sworn by me, deposed and said:

1. Attached hereto are Articles of Dissolution of the Corporation.
2. The Corporation does not intend to revoke its voluntary dissolution.
3. The corporate name, Doral Holding Corp., is hereby released for immediate assumption by Ana Maria Davide in the attached Articles of Incorporation.

FURTHER AFFIANT SAYETH NOT.

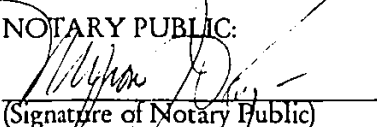
  
Ana Maria Davide, President of  
Doral Holding Corp.,  
AFFIANT

STATE OF FLORIDA  
COUNTY OF DADE        SS:

The foregoing instrument was acknowledged before me this 4TH day of April, 1997, by Ana Maria Davide, President of Doral Holding Corp., a Florida corporation, who is personally known to me or has produced \_\_\_\_\_, No. \_\_\_\_\_, and \_\_\_\_\_, No. \_\_\_\_\_ as identification and who did (did not) take an oath as President of Doral Holding Corp.

My commission expires:

NOTARY PUBLIC:

  
(Signature of Notary Public)



(Printed Name of Notary Public)

STATE OF FLORIDA AT LARGE

(SEAL)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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ARTICLES OF DISSOLUTION  
DORAL HOLDING CORP.,  
A FLORIDA CORPORATION

Pursuant to Section 607.1401 of the Florida Business Corporation Act, the undersigned, being the President of Doral Holding Corp., a Florida corporation (the "Corporation"), hereby certifies as follows:

1. The name of the Corporation is Doral Holding Corp.
2. The date of filing of its articles of incorporation is December 10, 1996.
3. The date the dissolution of the Corporation was authorized is April 4, 1997.
4. The dissolution was authorized by the unanimous written consent of the Shareholders and Directors of the Corporation dated April 4, 1997, and therefore, the number of shares cast in favor of the dissolution was sufficient for its approval.

Date: April 4, 1997

(CORPORATE SEAL)

DORAL HOLDING CORP.

BY:

  
Ana Maria Davide, President