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January 6, 1998

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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Re: Articles of Dissolution - Advanced Yachts, Inc.

Dear Sir or Madam:

Please find enclosed for filing the articles of dissolution for Advanced Yachts, Inc. along with the appropriate filing fee. If you have any questions, or if changes are necessary, please call me.

Sincerely,



Paulette Clark

Legal Assistant to Robb R. Maass

FILED
98 JAN 12 PM 12:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VS JAN 15 1998

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**ARTICLES OF DISSOLUTION
OF ADVANCED YACHTS, INC.
PURSUANT TO 607.1402 AND 607.1403 OF
THE FLORIDA BUSINESS CORPORATION ACT**

FILED
98 JAN 12 PM 12:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To: Department of State
Tallahassee, Florida 32304

Date Paid _____
Filing Fee \$ _____

Pursuant to the provisions of Sections 607.1402 and 607.1403 of the Florida Business Corporation Act, Advanced Yachts, Inc. (the "Corporation") adopts the following Articles of Dissolution for the purpose of dissolving the Corporation:

1. The name of the corporation is Advanced Yachts Inc.

2. The Corporation's dissolution was authorized on December 2, 1997, by written consent signed by its Shareholders and Directors, a copy of which is attached to these articles. As indicated in the written consent, the Shareholders approved the dissolution, and their consent was sufficient for approval.

3. The names and respective addresses of the officers of the Corporation are as follows:

<u>Name</u>	<u>Officer</u>	<u>Address</u>
Jim Ruehle	President	400 N. Flagler Dr. Ste. D West Palm Beach, FL 33401
Michael Lovatt	Vice President, Secretary, Treasurer	400 N. Flagler Dr. Ste. D West Palm Beach, FL 33401

4. The name and addresses of the directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Paul Klaassen	400 N. Flagler Dr. Ste. D West Palm Beach, FL 33401
Jim Ruehle	400 N. Flagler Dr. Ste. D West Palm Beach, FL 33401
Michael Lovatt	400 N. Flagler Dr. Ste. D West Palm Beach, FL 33401

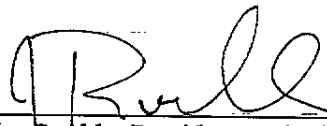
5. All debts, obligations, and liabilities of the Corporation have been paid or discharged or adequate provision has been made therefor.

6. All the property and assets of the Corporation remaining after payment of all debts, obligations, and liabilities of the Corporation have been distributed to its Shareholders in accordance with their rights and interests.

7. There are no actions pending against the Corporation in any court.

DATE: December 2, 1997.

Advanced Yachts, Inc.

By: 
Jim Ruehle, President and Director

**WRITTEN CONSENT OF SHAREHOLDERS AND DIRECTORS
OF ADVANCED YACHTS, INC., A FLORIDA CORPORATION,
IN LIEU OF A SPECIAL MEETING**

The undersigned, being the shareholders and directors of Advanced Yachts, Inc., a Florida corporation (the "Corporation"), hereby take the following written action as of December 2, 1997, in lieu of holding a meeting regarding same, all pursuant to the terms of Sections 607.0704 and 607.0821, Florida Statutes:

RESOLVED, that the Board of Directors hereby recommends to the Shareholders that the Corporation be dissolved, and the Shareholders hereby adopt such recommendation to dissolve the Corporation, effective December 2, 1997;

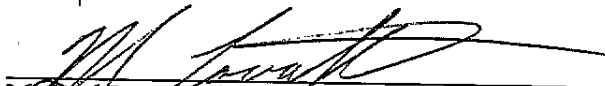
FURTHER RESOLVED, that the Corporation shall take the necessary steps to dissolve as of December 2, 1997, and shall distribute to its Shareholders all of the property and assets of the Corporation that remain after payment of all its debts, obligations, and liabilities; and

FURTHER RESOLVED, that Paul Klaassen, Director of the Corporation, is hereby authorized and directed to take any and all action necessary to effectuate the foregoing resolution.

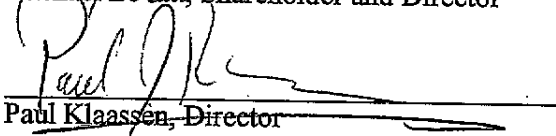
DATE: December 2, 1997



Jim Ruehle, Shareholder and Director



Michael Lovati, Shareholder and Director



Paul Klaassen, Director