

South Beach Hotel and Restaurant Association
235 Lincoln Road - Suite # 301 - Miami Beach, Florida 33139
Phone (305) 673-0440 Fax (305) 673-9910
e-mail: sbhotels@bellsouth.net

TRANSMITTAL LETTER

January 4th, 2001

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314
Att: Bobbie Cox
(850) 487-6922

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-01/08/01--01071--022
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SUBJECT: South Beach Hotel and Restaurant Association, Inc.
(proposed new not for profit corporate name)

Dear Ms. Cox;

Enclosed please find:

- (1) An original and one copy of the notarized *not for profit* Articles of Incorporation with Service of Process statement.
- (2) Articles of Dissolution (from *existing* for profit corporation).
- (3) Affidavit re: release of name (from *existing* for profit corporation).
- (4) Corporate Resolution to Dissolve (from *existing* for profit corporation).
- (5) Checks in the amount of:

\$87.50 for *new* not for profit Articles of Incorporation (filing fee, certified copy, and certificate). *CRH 1524*

\$52.50 for Articles of Dissolution (*existing corp.*)(filing fee, certified copy, and certificate). *CRH 1525*

Please send all copies to the above address.

Thank you.

David Kelsey
David Kelsey, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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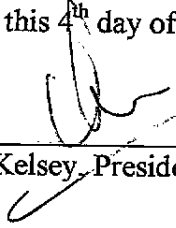
ARTICLES OF DISSOLUTION

RE: P97000028886

Pursuant to 607.1401, Florida Statutes, this Florida profit corporation submits the following Articles of Dissolution:

- FIRST: The name of the corporation is South Beach Hotel and Restaurant Association, Inc.
- SECOND: The filing date of the Articles of Incorporation was March 28th, 1997.
- THIRD: None of the corporation's shares have been issued.
- FOURTH: No debt of the corporation remains unpaid.
- FIFTH: The net assets of the corporation have been distributed to the incorporator.
- SIXTH: A majority of the incorporators authorized the dissolution.

Signed this 4th day of January, 2001 by:



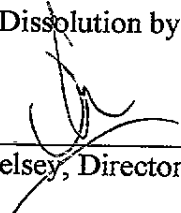
David Kelsey, President and Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SOUTH BEACH HOTEL AND RESTAURANT ASSOCIATION, INC.

CORPORATE RESOLUTION TO DISSOLVE

The Directors of the South Beach Hotel and Restaurant Association, Inc.,
Florida Corporation Number P97000028886, by unanimous consent, hereby resolve to
dissolve their corporate status pursuant to Florida Statutes 607.1401, effective the date
and time of filing of the attached Articles Of Dissolution by the Department of State.



David Kelsey, Director

January 4th, 2001

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TALLAHASSEE, FLORIDA