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March 9, 1998

VIA AIRBORNE EXPRESS

Airbill No. 6988088940

Division of Corporations
Amendments Section
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

Re: Articles of Amendment/Articles of Dissolution

FILED
98 MAR 10 AM 11:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

Enclosed herewith, please find an original and one copy of the Articles of Dissolution of The Emerald Coast Emporium, Inc. and the Articles of Amendment to Articles of Incorporation of Sandestin Ventures, Inc., changing the name of Sandestin Ventures, Inc. to The Emerald Coast Emporium, Inc. Kindly file the Articles of Dissolution of The Emerald Coast Emporium, Inc. first so that the name will be available for Sandestin Ventures, Inc.'s name change amendment.

I have enclosed a check in the amount of \$192.50, representing the filing fee of \$35.00, the certified fee of \$52.50 and the certificate of good standing fee of \$8.75 for both corporations. I have additionally included a return airbill for your expedited return to me.

Should you have any questions or require additional information, please call me in our Miami office at (305) 446-5663. Thank you for your assistance in this matter.

Very truly yours,

Mary Ann Y. David

Mary Ann Y. David
Legal Counsel

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Enclosures

cc: Mr. Richard Olson

W/DIS
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**ARTICLES OF DISSOLUTION OF
THE EMERALD COAST EMPORIUM, INC.**

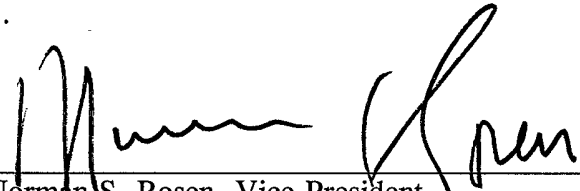
The Emerald Coast Emporium, Inc., a Florida corporation, executes the following articles of dissolution pursuant to section 607.1403 of the Florida Business Corporation Act:

FIRST: The name of the corporation is The Emerald Coast Emporium, Inc. (the "Company").

SECOND: The shareholders of the Company approved the dissolution of the Company on March 9, 1998.

THIRD: The number of votes cast by the shareholders of the Company for dissolution was sufficient for approval of the action.

Signed this 10 day of March, 1998.



Norman S. Rosen, Vice President

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TALLAHASSEE, FLORIDA