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Law Offices
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Reply to:
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December 28, 1998

Express Mail: EL059179701US

Florida Department of State
Division of Amendments
409 E. Gaines Street
Tallahassee, FL 32399
Attention: Darlene

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-12/29/98--01094--001
*****35.00 *****35.00

Re: Home Port Corporation
Resignation of Officer & Director
Articles of Dissolution

Dear Darlene:

Pursuant to our conversation today, enclosed please find the original and a copy of the resignation as Director and Officer, executed by Fredrick Woodbridge, Jr., and my check #10839 in the amount of \$35.00 representing the filing fee.

Enclosed also is the original and a copy of the Articles of Dissolution, executed by Rolf Frankfurter, President and Antonio Fernandez, Vice President and Secretary and my check #10840 in the amount of \$35.00 representing the filing fee.

Please stamp the copies "filed" and return them to me in the enclosed self-addressed, stamped envelope.

Thank you.

Very truly yours,


MICHAEL J. FREEMAN

MJF:lc
Enc:

FILED
98 DEC 29 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
JAN 1 1999
TLL

ARTICLES OF DISSOLUTION
OF HOME PORT CORPORATION
PURSUANT TO SECTION 607.1403 OF THE FLORIDA STATUTES

To: Department of State
Tallahassee, Florida

Date Paid _____
Filing Fee: \$ 35.00

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

1. The name of the corporation is HOME PORT CORPORATION. The Articles of Incorporation of the Corporation were filed on July 29, 1997.

2. The name and address of all the directors and officers of the corporation are as follows:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Rolf Frankfurter	Director President	P.O. Box 141700 Coral Gables, FL 33114
Antonio Fernandez	Director VP/S	P.O. Box 141700 Coral Gables, FL 33114

3. Adequate provision has been made for the payment of all of the liabilities and obligations of the Corporation.

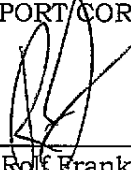
4. All the property and assets of the Corporation remaining after the payment of all debts, obligations, and liabilities of the corporation, will be distributed to its shareholder in accordance with its rights and interests.

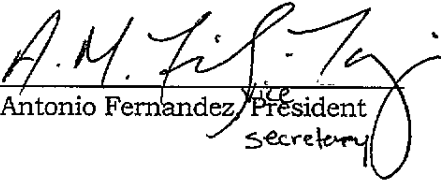
5. There are no actions pending against the Corporation in any court.

6. The corporation elected to dissolve by unanimous written consent of its shareholder dated as of September 5, 1998, and such written consent has been signed by the shareholders of the Corporation. A copy of such written consent is attached to these articles. The number of shares cast in favor of dissolution (by proper class of shareholders) was sufficient for approval.

Dated September 7, 1998.

HOME PORT CORPORATION:

By: 
Rolf Frankfurter, President

By: 
Antonio Fernandez, President



Secretary

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WRITTEN CONSENT OF
SHAREHOLDERS TO VOLUNTARY DISSOLUTION OF
HOME PORT CORPORATION, A FLORIDA CORPORATION

Pursuant to the provisions of Section 607.1402(6) of the Florida Business Corporation Act, the undersigned, being the sole shareholders of Home Port Corporation, a Florida corporation (the "Corporation"), acting in accordance with Section 607.0704 of said Act, does hereby consent to the voluntary dissolution of the Corporation and does authorize and direct the President of the Corporation to take all steps necessary or appropriate to carry out the intent of this resolution, including but not limited to the withdrawal from all jurisdictions in which it is qualified to do business.


As evidence of assent to the above, the undersigned stockholders have signed their names and indicated the date of signature opposite the number of shares of the corporation held by it of record on such date.

<u>Signature:</u>	<u>Date</u>	<u>No. of Shares</u>
 _____ Rolf Frankfurter	9/05/98	750
 _____ Antonio M. Fernandez	9/05/98	750

Executed by the undersigned as sole Shareholders of the Corporation, as of this 5th day of September, 1998.

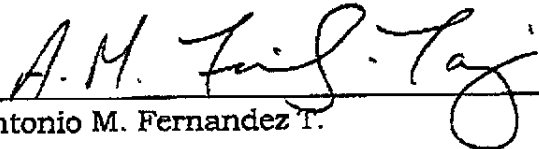


Rolf Frankfurter



Antonio M. Fernandez

The undersigned, Secretary of the Corporation, hereby certifies that the foregoing Unanimous Written Consent has not been revoked, canceled, annulled or amended in any manner and is in full force and effect on the date hereof.


Antonio M. Fernandez T.

[Corporate Seal]

**UNANIMOUS WRITTEN CONSENT IN LIEU OF
SPECIAL MEETING OF DIRECTORS OF**

Home Port Corporation

The undersigned, being all the Directors Home Port Corporation, a Florida corporation ("Corporation"), hereby consent to the taking of the following action in lieu of a Special Meeting of Directors and Shareholders, pursuant to Section 607.0821 and 607.0704 of the Florida Business Corporation Act, and hereby waive all notice of time, place and objects of same.

The undersigned Directors and Shareholders adopt this Unanimous Written Consent in lieu of Special Meeting of Directors and Shareholders and consent to, approve, adopt, appoint and/or ratify the following:

RESOLVED, that the resignation of Frederick Woodbridge, Jr. as Vice President, Secretary and Director of the Corporation, dated July 1, 1998, be and the same hereby is accepted as tendered.

FURTHER RESOLVED, that Antonio Fernandez T. is hereby elected Secretary of the Corporation.

FURTHER RESOLVED, that the officers of the Corporation, and each of them, hereby are authorized for and on behalf of the Corporation, to execute and deliver any and all documents and perform any and all acts as they, or any of them, may deem necessary or appropriate to consummate the transactions contemplated by the foregoing resolutions, and such execution and delivery or performance shall constitute conclusive evidence of such officer's authority to so act.

Date: July 1, 1998.

By: 

Name: Rolf Frankfurter, Director

By: 

Name: Antonio M. Fernandez, Director