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MARK N. MILLER	
PATRICK J. MURPHY	A. H. LANE (RETIRED)

January 21, 1999

VIA FEDERAL EXPRESS

Division of Corporations
Florida Secretary of State
409 East Gaines Street
Tallahassee, Florida 32314

900002754539--2
-01/26/99--01027--002
****425.00 *****43.75

Re: Articles of Dissolution of Sunrise Suites Resorts, Inc. and
Sunrise Suites Resorts, L.L.C., a Florida Limited Liability Company

Ladies and Gentlemen:

Enclosed please find the original and a duplicate of the following documents for dissolution of Sunrise Suites Resorts, Inc. and for the formation of the Sunrise Suites Resorts, L.L.C., a Florida Limited Liability Company:

- (a) Duly executed Articles Of Dissolution For A Florida Corporation;
- (b) Affidavit Permitting the Assumption or Use of the Name Sunrise Suites Resorts;
- (c) Duly executed Articles Of Organization For A Florida Limited Liability Company;
- (d) Duly executed Affidavit Of Membership And Contributions; and
- (e) Duly executed Certificate Of Designation Of Registered Agent/Registered Office.

The Board of Directors of Sunrise Suites Resorts, Inc. has decided to dissolve that Corporation and encloses its Articles of Dissolution to that effect. The Board desires to allow Sunrise Suites Resorts, L.L.C. to use the Sunrise Suites Resorts name, and thus, has included an affidavit permitting the immediate use of that name on dissolution of Sunrise Suites Resorts, Inc.

After examination, please file the original of the Articles Of Dissolution, the Affidavit Permitting the Immediate Assumption or Use of the Name Sunrise Suites

LANE, TROHN, BERTRAND & VREELAND, P.A.

Diss
HT 1-26-99

LANE, TROHN, BERTRAND & VREELAND, P.A.

January 21, 1999

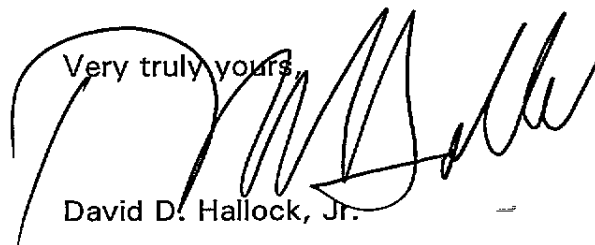
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Resorts, and the Articles of Organization. Then, please furnish to the undersigned a Certificate Of Dissolution of Sunrise Suites Resorts, Inc. and a Certificate of Organization with respect to Sunrise Suites Resorts, L.L.C.

Next, enclosed please find this Firm's check in the amount of \$425.00 to cover the filing fee for the Articles Of Dissolution in the amount of \$35.00, Articles of Organization in the amount of \$250.00, the filing fee for the Certificate Of Designation Registered Agent/Registered Office in the amount of \$35.00, the fee for furnishing a certified copy of the Articles of Dissolution in the amount of \$52.50, and the fee for furnishing a certified copy of the Articles of Organization in the amount of \$52.50.

If there are any questions concerning any of the foregoing, it would be greatly appreciated if you would telephone the undersigned collect at (941) 284-2208.

Thanking you for your usual cooperation, I am

Very truly yours,

David D. Hallock, Jr.

DDH/sb
Enclosures

cc: Edwin A. Scales, Esq.

**ARTICLES OF DISSOLUTION
OF
SUNRISE SUITES RESORTS, INC.**

FILED
99 JAN 22 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to §607.1401 of the Florida Business Corporation Act, this Corporation submits these Articles of Dissolution.

ARTICLE I.

The name of the Corporation is Sunrise Suites Resorts, Inc.

ARTICLE II.

The Corporation's Articles of Incorporation were filed on December 28, 1998.

ARTICLE III.

None of the shares of the Corporation have been issued and the Corporation has not commenced business.

ARTICLE IV.

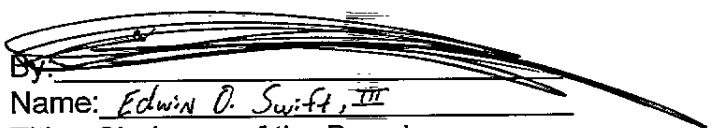
The Corporation has no unpaid debts.

ARTICLE V.

The majority of the Board of Directors has authorized dissolution of the Corporation.

SIGNED this 19 day of January, 1999.

SUNRISE SUITES RESORTS, INC.

By: 
Name: Edwin O. Swift, III
Title: Chairman of the Board

STATE OF FLORIDA
COUNTY OF MONROE

The foregoing Articles of Dissolution were acknowledged before me this 18 day
of January, 1999, by Edwin O'Sant () who is personally known to
me or () who produced _____ as
identification and who did not take an oath.

Joyce A. Unke
NOTARY PUBLIC

Print name: _____
NOTARY PUBLIC - STATE OF FLORIDA
JOYCE A. UNKE
COMMISSION # CC787486
EXPIRES 6/14/2002
BONDED THRU ASA 1-888-NOTARY1
My commission expires: _____

(Affix Notary Seal)