

VOGEL LAW OFFICE
A PROFESSIONAL ASSOCIATION

Richard M. Vogel
James D. Vogel
Joseph E. Ujcz

Suite B, Midwest Title Building
3936 Tamiami Trail North
Naples, Florida 34103

Telephone (941) 262-2211
Facsimile (941) 262-8330

503502

April 19, 2000

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

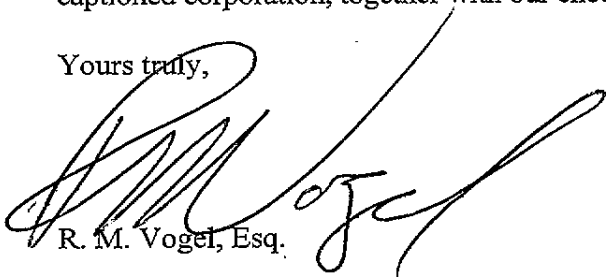
Re: Inn of Naples, Inc.

900003228779--0
-04/28/00--01064--002
*****35.00 *****35.00

Gentlemen:

Enclosed herewith please find Certificate of Dissolution by Directors and Shareholders of the above captioned corporation, together with our check in the amount of \$35.00 for filing of said Certificate.

Yours truly,



R. M. Vogel, Esq.

/ah
enclosures

FILED
00 APR 28 PM 12:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CERTIFICATE OF DISSOLUTION
BY DIRECTORS AND SHAREHOLDERS
OF
INN OF NAPLES, INC.

FILED
00 APR 28 PM 12:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is Inn of Naples, Inc. (the "Corporation").
2. The Corporation is dissolved by the following resolution of Directors and Shareholders of the Corporation:

"RESOLVED, That the Corporation be, and hereby is, dissolved by resolution of its Directors and Shareholders; that the President of the Corporation be, and hereby is, authorized, empowered and directed to cause a Certificate of Dissolution in appropriate form to be filed with the Secretary of the State of Florida and to take all action which he shall deem necessary or appropriate in order to wind up the affairs of the Corporation and distribute its assets as permitted by and in accordance with the corporation act of Florida; and that the Secretary of the Corporation be, and hereby is, authorized and directed to join in execution of such Certificate of Dissolution, and any other documents which the President shall deem necessary or appropriate in order to carry out the intent of the foregoing resolution."

3. The above resolution was adopted by unanimous consent of the Directors and Shareholders of the Corporation on the 19th day of April, 2000. The number of shares entitled to vote is 500. The vote required for adoption for the resolution is two-thirds of the shares entitled to vote. The vote favoring adoption is sufficient for approval of the resolution to dissolve the Corporation.

4. The names, titles and addresses of the directors and officers of the corporation are:

Name	Title	Address
Richard M. Vogel	President, Secretary Treasurer, Director	3936 Tamiami Trail North, Suite B Naples, FL 34103

I hereby declare, under the penalties of false statement, that the statements made in the foregoing certificate are true.

INN OF NAPLES, INC.
A Florida corporation

By: 
President

ATTEST:


Secretary