

UNION
PLANTERS
BANK

Timothy E. Kish
Executive Vice President
General Counsel

S60528

August 12, 1998

Via Federal Express

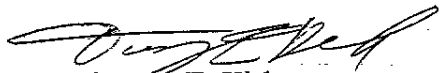
Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Cap Holdings, Inc. (Document No. S60528)

Dear Madam or Sir:

Enclosed please find two executed copies of the Articles of Dissolution for Cap Holdings, Inc. and a check in the amount of \$87.50 for the required fees. Please file one copy of the Articles of Dissolution and return a certified copy to me using the enclosed self-addressed stamped envelope. If you have any questions regarding this request or need additional information, please call me at (305) 536-1574.

Sincerely,


Timothy E. Kish
Executive Vice President and
General Counsel

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DIVISION OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF DISSOLUTION

OF

CAP HOLDINGS, INC.

I.

The name of the corporation is Cap Holdings, Inc. (the "Corporation").

II.

The principal office is located at:

1221 Brickell Avenue
Miami, Florida 33131

III.

All liabilities and obligations of the Corporation have been paid or discharged or adequate provision has been made therefor.

IV.

All the remaining property and assets of the Corporation have been distributed to its sole shareholder.

V.

There are no actions pending against the Corporation in any court, or adequate provision has been made for the satisfaction of any judgment, order or decree which may be entered against it in any pending action.

VI.

Attached hereto is a copy of the written consent of the Corporation's sole shareholder, signed by said shareholder, in which the sole shareholder consented to and authorized the dissolution of the Corporation effective as of July 31, 1998.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VII.

The name and address of the statutory agent of the Corporation is as follows:

Laurence Meyerson
1221 Brickell Avenue, 6th Floor
Miami, Florida 33131

IN WITNESS WHEREOF, Cap Holdings, Inc. has caused these Articles of Dissolution to be executed by its authorized officers effective as of July 31, 1998.

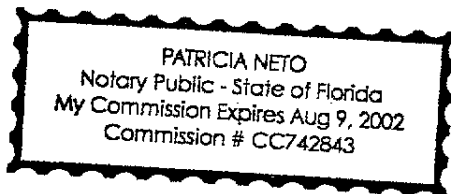
CAP HARBOR, INC.

By: Roy D. Tanis
Roy D. Tanis
President

By: Timothy E. Kish
Timothy E. Kish
Secretary

STATE OF FLORIDA)
)
COUNTY OF DADE)

These Articles of Dissolution were acknowledged before me this 2nd day of August, 1998, by Roy D. Tanis and Timothy E. Kish, the President and Secretary respectively of Cap Holdings, Inc., a Florida corporation, on behalf of the Corporation.



Patricia Neto
Notary Public

WRITTEN CONSENT OF THE SHAREHOLDER

OF

CAP HOLDINGS, INC.

Liquidation and Dissolution of Corporation

Pursuant to Section 607.1402(6) of the Florida Statutes, the undersigned, being the Sole Shareholder of Cap Holdings, Inc. a Florida corporation (the "Corporation"), acting by written consent in lieu of a formal special meeting of the shareholder, does hereby adopt and approve the resolutions set forth below, and directs the Secretary of the Corporation to place this record of the resolutions set forth herein in the minutes of the proceedings of the Shareholder of the Corporation.

WHEREAS, the Sole Shareholder of the Corporation deems that it is in the best interest of the Corporation that the Corporation be liquidated and dissolved as soon as practicable, pursuant to the Plan of Complete Liquidation and Dissolution of the Corporation attached hereto as Exhibit A (the "Plan");

NOW, THEREFORE, BE IT RESOLVED, that the Sole Shareholder hereby authorizes, approves and adopts the Plan, and the officers of the Corporation are expressly authorized to execute and file the Articles of Dissolution with the Florida Department of State and to negotiate, agree upon, execute and deliver from time to time in the name and on behalf of the Corporation, such agreements, consents, documents, instruments, certificates, notices and other assurances and to do and perform any and all such other actions and things as may to any of them seem necessary or proper to implement, effect, consummate and carry out the foregoing and the Plan.

Executed by the undersigned, the Sole Shareholder of the Corporation, effective as of July 31, 1998.

UNION PLANTERS BANK OF FLORIDA

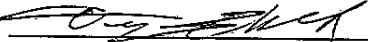
By. 
Timothy E. Kish
Executive Vice President and
General Counsel

EXHIBIT A

**Plan of Complete Liquidation and Dissolution of
Cap Holdings, Inc.**

A. All of the assets of Cap Holdings, Inc., a Florida corporation (the "Corporation"), after payment of or provisions for all its liabilities, shall be assigned, transferred, conveyed and distributed to the Sole Shareholder in complete liquidation of the Corporation as soon as practicable in one or more liquidating distributions, such distribution or distributions to be in complete cancellation and redemption of all of the shares of the Corporation.

B. The Corporation shall file on a timely basis with the Internal Revenue Service and any other governmental authority having jurisdiction, all form, returns, documents and information required to be filed by reason of the complete liquidation of the Corporation.

C. As soon as practicable after the liquidation of the Corporation has been completed by distribution of all its remaining assets to the Sole Shareholder, the Corporation shall be voluntarily dissolved pursuant to the Florida Business Corporation Act, and the officers and directors of the Corporation are authorized to execute and file all documents necessary to effect such dissolution.

D. The officers and directors of the Corporation are empowered, authorized and directed to enter into, execute, deliver and file any and all agreements, documents or other instruments, and to do any and all other things in the name and on behalf of the Corporation which they may deem necessary or desirable to carry out the provisions, purposes and intent of this Plan.