

V09969

Legal Department

1221 Brickell Avenue
Miami, Florida 33131
Telephone (305) 536-1570
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FILED
97 OCT 28 AM 10:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA

October 27, 1997

Via Federal Express

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

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-10/28/97-01059-004
*****87.50 *****87.50

Re: Marina Real, Inc. (Document No. V09969)

Dear Madam or Sir:

Enclosed please find two executed copies of the Articles of Dissolution for Marina Real, 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) 536-1573.

Sincerely,

A handwritten signature in cursive script that reads 'Lisa R. Carstarphen'.

Lisa R. Carstarphen
Vice President and
Associate Counsel

VS OCT 30 1997

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**ARTICLES OF DISSOLUTION
OF
MARINA REAL, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

I.

The name of the corporation is Marina Real, 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 December 31, 1996.

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, Marina Real, Inc. has caused these Articles of Dissolution to be executed by its authorized officers effective as of December 31, 1996.

MARINA REAL, INC.

By: Roy D. Tanis
Roy D. Tanis
President

By: Lisa R. Carstarphen
Lisa R. Carstarphen
Secretary

STATE OF FLORIDA)
)
COUNTY OF DADE)

These Articles of Dissolution were acknowledged before me this 04th day of October, 1997, by Roy D. Tanis and Lisa R. Carstarphen, the President and Secretary respectively of Marina Real, Inc., a Florida corporation, on behalf of the Corporation.



PATRICIA NETO
My Commission CC399009
Expires Aug. 09, 1998
Bonded by ANB
800-852-5878

Patricia Neto
Notary Public

WRITTEN CONSENT OF THE SHAREHOLDER

OF

MARINA REAL, INC.

Liquidation and Dissolution of Corporation

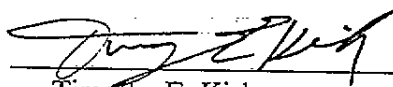
Pursuant to Section 607.1402(6) of the Florida Statutes, the undersigned, being the Sole Shareholder of Marina Real, Inc., a Florida corporation (the "Corporation"), acting by written consent in lieu of a formal special meeting of the shareholder, does hereby adopt and approve the resolutions set forth 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 December 31, 1996.

CAPITAL BANK

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