

V 61852

LAW OFFICES OF
WILLIAM H. NEWTON, III
A PROFESSIONAL ASSOCIATION

WILLIAM H. NEWTON, III

February 2, 2001

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CERTIFIED MAIL

RETURN RECEIPT REQUESTED

100003656281--6
-02/07/01--01079--020
*****35.00 *****35.00

Florida Department of State
Division of Corporations
Attn: Amendments
409 E. Gaines St.
Tallahassee, Fl 32399

Re: Liquidation and Dissolution of Key Biscayne Hideaway, Inc.

Dear Sir or Madam:

It is good to have this opportunity to contact you and to enclose herewith the articles of dissolution for Key Biscayne Hideaway, Inc. Note, under item 7 of the Articles of Dissolution, the dissolution for purposes of the Department of State is effective on February 28, 2001.

For this same purpose enclosed is a check in the amount of \$35.00 representing the required fee for liquidation for Key Biscayne Hideaway, Inc.

If you have any questions please do not hesitate to contact me.

Sincerely,

William H. Newton, III

William H. Newton, III

*Diss
2-9-01
WNS*

WHN:dmb
Enclosures

FILED
01 FEB -7 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION

1. The name of the corporation is Key Biscayne Hideaway, Inc.
2. The names and representative addresses of its officers are:

Fernando Rodroquez President, Treasurer, and Secretary	1111 Crandon Blvd. Apt. 407 Key Biscayne, FL 33149
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3. The names and respective addresses of its directors are:

Fernando Rodriguez	1111 Crandon Blvd. Apt. 407 Key Biscayne, FL 33149
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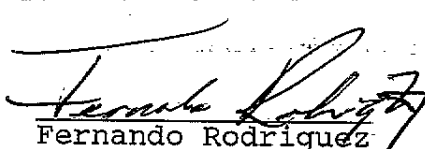
4. Debts, obligations and liabilities of the corporation have been discharged.

5. All the remaining property and assets of the corporation has been distributed to the shareholders of the corporation in complete liquidation and dissolution.

6. There are no actions pending against the corporation in any court.

7. An executed copy of the consent to dissolve is attached. Such written consent has been signed by all shareholders of the corporation. This dissolution is effective 2/28/01.

A copy of the resolution to dissolve is attached. That resolution was adopted by the shareholders of the corporation on the 30th day of January, 2001.


Fernando Rodriguez
President and Secretary

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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WRITTEN CONSENT OF THE STOCKHOLDERS AND DIRECTORS

Key Biscayne Hideaway, Inc.

At a meeting to Liquidate and Dissolve

The undersigned, being all the Stockholders and Directors of the above-named corporation, hereby take the following actions by written consent of the Board of Directors and Stockholders:

RESOLVED, that a plan of complete liquidation was adopted and in accordance therewith the officers, directors and the accountant for the corporation be and they hereby are authorized and directed to:

1. Effectuate a complete liquidation of the corporation in accordance with the provisions of IRC §331,
2. Transfer all assets of the corporation to the shareholders of the corporation in complete liquidation,
3. Distribute all assets of the corporation to the shareholders of the corporation in complete liquidation,
4. File a Certificate of Dissolution with the Secretary of State in Tallahassee, Florida.
5. File all other forms and documents required by the State of Florida and the Federal Government, including but not limited to all requisite tax returns, as soon as possible after the distribution of the corporate assets,
6. Provide for the payment of any indebtedness owed by the corporation to any creditors or lienors, and

FURTHER RESOLVED, that all actions taken or to be taken on behalf of this corporation by the officers and directors in connection with the foregoing plan to liquidate and dissolve the corporation completely, including the distribution of assets in accordance with paragraph 2 hereof, be and the same are hereby ratified and confirmed in all respects.

Dated: 30th January, 2001.

Shareholder:

Fernando Rodriguez
Fernando Rodriguez

Director:

Fernando Rodriguez
Fernando Rodriguez