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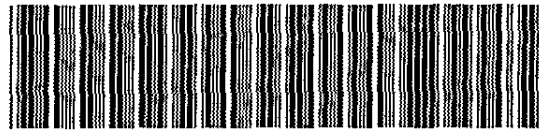
(Business Entity Name)

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TALLAHASSEE, FL

5/19

BOOTH AND COOK, P.A.
ATTORNEYS AT LAW

STEPHEN C. BOOTH
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Ridgewood Executive Center
7510 Ridge Road
Port Richey, Florida 34668
Telephone: 727/842-9105
Fax: 727/848-7601

May 8, 2003

Florida Dept. of State
Corporate Division
Post Office Box 6327
Tallahassee, FL 32314

Re: Rueppel Travel, Inc.

To Whom It May Concern:

Enclosed herein please find the following:

1. Articles of Dissolution.
2. Unanimous Consent of Shareholders dated May 7, 2003.
3. Check in the amount of \$43.75 representing \$35.00 to cover the filing fee of the Articles of Dissolution and \$8.75 for Certificate of Status (after dissolution).

With kindest regards, I am,

Sincerely yours,


J. HARRIS COOK

JHC/rb
Enclosures

**ARTICLES OF DISSOLUTION
OF
RUEPPEL TRAVEL, INC.**

FILED
03 MAY 12 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

The name of the corporation to be dissolved is **RUEPPEL TRAVEL, INC.**

ARTICLE II.

The date of issuance of the Certificate of Incorporation of **RUEPPEL TRAVEL, INC.** was December 12, 1980.

ARTICLE III.

100% of the shareholders of **RUEPPEL TRAVEL, INC.** have given their written consent to the dissolution of **RUEPPEL TRAVEL, INC..**

ARTICLE IV.

The authorized date of the dissolution is upon filing of the Articles of Dissolution by the Florida Department of State.

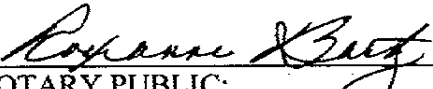
IN WITNESS WHEREOF, the undersigned, representing all of the shareholders of **RUEPPEL TRAVEL, INC.** have set their hands and seals this 7th day of May, 2003, at Port Richey, Florida.

 (SEAL)
JOYCE V. RUEPPEL, President

 (SEAL)
WILLIAM G. RUEPPEL, Secretary/Treasurer

STATE OF FLORIDA
COUNTY OF PASCO

BEFORE ME, the undersigned authority, personally appeared, Joyce V. Rueppel, as President, and William G. Rueppel, as Secretary/Treasurer, who are personally known to me, and representing all of the shareholders of **RUEPPEL TRAVEL, INC., a Florida Corporation**, and they acknowledged before me that they executed the foregoing Articles of Dissolution for the reasons therein expressed, this 2nd day of May, 2003.


NOTARY PUBLIC: _____
(Print, type or stamp name of Notary)
(Commission Number and Expiration Date)



PREPARED BY:
J. HARRIS COOK, Esquire
Florida Bar Number 133564
Booth & Cook, P.A.
7510 Ridge Road
Port Richey, Florida 34668
Telephone: (727) 842-9105

UNANIMOUS CONSENT OF SHAREHOLDERS

The undersigned of **RUEPPEL TRAVEL, INC.**, a Florida Corporation, constituting all of the holders of record of all of the issued and outstanding shares of the corporation, waive prior notice of the shareholders' action taken without a meeting and without a vote and do unanimously approve and consent to the action as set forth below:

1. That the corporation shall be dissolved and the officers and directors are directed to take whatever action is necessary to dissolve the corporation.

2. That the corporation shall cease to carry on its business, except insofar as may be necessary to wind up the affairs of the corporation.

3. That the corporation shall collect its assets, convey and dispose of such of its properties not distributed in kind to its shareholders, and pay or discharge its liabilities and obligations, or make adequate provision for payment and discharge thereof, and to do all other acts required to liquidate the business and affairs of **RUEPPEL TRAVEL, INC.** in accordance with Florida Statutes 607.1406(10).

4. That the corporation sell its assets for cash.

5. That the corporation shall distribute the remainder of its assets, either in cash or in kind, among its shareholders according to their respective rights and interests after the period of time for filing claims or suits against the corporation in accordance with Florida Statutes.

6. That, after the above has been complied with, Articles of Dissolution of **RUEPPEL TRAVEL, INC.**, shall be filed with the State of Florida dissolving the corporation immediately.

7. That losses on purchase of stock shall be treated as a 1244 election item.

The signing of this consent by the undersigned shall constitute full ratification of the action taken as set forth in the foregoing resolutions.

Consent dated: May 7, 2003


JOYCE V. RUEPPEL, Shareholder


WILLIAM G. RUEPPEL, Shareholder