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JOAN I. NEUWIRTH, ESQUIRE

June 9, 1999

Florida Secretary of State
Division of Corporations
Attn: Amendment Section
409 E. Gaines Street
Tallahassee, Florida 32399

FILED
99 JUN 14 PM 12:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Dissolution of Megabucks, Inc.

Dear Sir/Madam:

Enclosed please find the executed Articles of Dissolution, together with Check No. in the amount of \$35.00 with respect to the dissolution of the above-referenced corporation.

Please call me should you have any questions or comments concerning the enclosed.

Very truly yours,

Joan I. Neuwirth

enclosures

JOAN I. NEUWIRTH

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-06/14/99-01124--012
*****35.00 *****35.00

Vold's

V. SHEPARD JUN 18 1999

ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, the undersigned corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: MEGABUCKS, INC.

SECOND: The date of dissolution was authorized: DECEMBER 31, 1998

THIRD: Adoption of Dissolution (*check one*)

 X Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.


 Dissolution was approved by vote of the shareholders through voting groups.

(The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve)

The number of votes cast for dissolution was sufficient for approval by
_____ (voting group).

SIGNED this 31st day of December, 1998.

MEGABUCKS, INC., a Florida corporation

By: 

ROBERT H. COHEN, AS
SECRETARY

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