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Florida Department of State
DIVISION OF CORPORATIONS
Post Office Box 6327
Tallahassee, Florida 32314

Re: ARTICLES OF DISSOLUTION

TO WHOM IT MAY CONCERN:

Enclosed please find original Articles of Dissolution, along
with a copy, on the following corporations:

INDIAN TRAILS INVESTMENTS, INC.
FINANCIAL RECLAMATION INCORPORATED
TOP OF THE BAY DEVELOPMENT CORP

Also enclosed is a check in the amount of \$105.00 to cover
filing fees. Please file the Articles of Dissolution and return a
stamped copy back to my office in the enclosed self-addressed,
stamped envelope.

If you have any questions concerning this matter, please feel
free to contact me.

Sincerely,

POWELL, CARNEY, HAYES
& SILVERSTEIN, P.A.

Alan M. Gross
Alan M. Gross

AMG:mmc
Encs.

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TALLAHASSEE FLORIDA

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**ARTICLES OF DISSOLUTION
OF
TOP OF THE BAY DEVELOPMENT CORPORATION**

TOP OF THE BAY DEVELOPMENT CORP., a Florida corporation, by its undersigned President and Secretary, files these Articles of Dissolution pursuant to Florida Statutes 607.1403, and states as follows:

1. The name of the corporation is Top Of The Bay Development Corp., a Florida corporation.

2. The names and respective addresses of its officers are as follows:

<u>Name of Officer</u>	<u>Title</u>	<u>Address</u>
J. Roger Schaffer	Pres/Sec/Treas	1600 Gulf Boulevard, Apt. 413 Clearwater, FL 34630
Joel D. Schaffer	Vice Pres.	1600 Gulf Boulevard, Apt. 413 Clearwater, FL 34630
Monica Schaffer	Vice Pres.	1600 Gulf Boulevard, Apt. 413 Clearwater, FL 34630

3. The name and address of its directors are as follows:

<u>Name of Officer</u>	<u>Address</u>
J. Roger Schaffer	1600 Gulf Boulevard, Apt. 413 Clearwater, FL 34630

4. Top Of The Bay Development Corp., by its undersigned officers, hereby affirmatively states that the liabilities and the obligations of the Corporation have been paid or discharged or that adequate provision has been made therefor.

5. Top Of The Bay Development Corp., by its undersigned officers, hereby affirmatively states that all of the remaining property and assets of the Corporation have been distributed among its shareholders in accordance with their respective rights and interests.

6. Top Of The Bay Development Corp., by its undersigned officers, hereby affirmatively states that there are no actions pending against the Corporation in any court, nor has any judgment, order or decree been entered against the Corporation for which a satisfaction of judgment, order or decree may be required.

7. Top Of The Bay Development Corp., by its undersigned officers, hereby affirmatively states that an Action by Written Consent of all of the shareholders of the Corporation to dissolve the Corporation is attached hereto and marked as Exhibit "A" and

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TALLAHASSEE FLORIDA

by this reference incorporated herein. The Action by Written Consent has been signed by all of the shareholders of the Corporation.

IN WITNESS WHEREOF and for the purposes of dissolving the Corporation under the laws of the State of Florida, the undersigned execute there Articles of Dissolution this _____ day of April, 1997.

Top Of The Bay Development Corp., a
Florida corporation

By: 

J. Roger Schaffer, President

Attest: 

J. Roger Schaffer, Secretary

(CORPORATE SEAL)

**ACTION BY WRITTEN CONSENT
OF SHAREHOLDER
IN LIEU OF A SPECIAL MEETING OF
TOP OF THE BAY DEVELOPMENT CORP.**

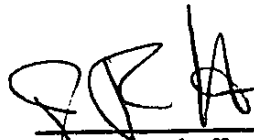
Pursuant to the authority contained in Section 607.0704 of the Florida Statutes, the undersigned, being the sole shareholder of Top Of The Bay Development Corp., a Florida corporation, does hereby take and adopt the following actions in writing, without a meeting:

RESOLVED, that the corporation be dissolved and it was:

RESOLVED FURTHER, that the plan of liquidation set forth in the Directors' resolutions adopted is hereby approved by the shareholders of the corporation; and it was:

RESOLVED FURTHER, that the officers and directors of the corporation are hereby authorized and directed to collect and distribute the assets of the corporation in accordance with the terms and on the conditions set forth in the plan and to take such further action as maybe necessary or proper to liquidate and dissolve the corporation as of April _____, 1997.

DATED: April 30, 1997.



J. Roger Schaffer
Sole Stockholder