

CT CORPORATION SYSTEM

November 18, 1998

P25758

1633 Broadway
New York, NY 10019
Tel. 212 246 5070

AMC MECHANICAL OF FLORIDA, INC. (AL. DOM.)
RE: TOUR AND INCENTIVE MANAGEMENT CORPORATION (DE. DOM.)
TOY WAREHOUSE, INC. (FL. DOM.)
TRANSPORTATION TELEPROCESSING SYSTEMS, INC. (FL. DOM.)
TRI-GULF SHIPPING INTERNATIONAL CORP. (TX. DOM.)
TURTLE CREEK MANAGEMENT INC. (IN. DOM.)

400002698384--7
-12/01/98--01015--014
*****35.00 *****35.00

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee Fl. 32399

Dear Sir:

We enclose resignation executed in duplicate, by the agent for service of process for each of the above corporations. Also enclosed are 6 checks in the amount of \$35.00 each to cover the required filing fee.

Please acknowledge receipt by signing and returning the enclosed copy of this letter. For your convenience, we enclose a stamped self-addressed envelope.

Very truly yours,

C T CORPORATION SYSTEM

Theresa Alfieri
Theresa Alfieri *col*
Senior Supervisor &
Assistant Secretary

TA: il
enclosure

FILED
98 NOV 30 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RA Perry

ILL DEC 7 1998



Florida Department of State, Jim Smith, Secretary of State

RESIGNATION OF REGISTERED AGENT

FILED
NOV 30 PM 2:30
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Pursuant to the provisions of sections 607.0502(2) or 607.1509, Florida Statutes, the

undersigned, C T CORPORATION SYSTEM hereby resigns as
(name of registered agent)

Registered Agent for TOUR AND INCENTIVE MANAGEMENT CORPORATION
(name of corporation)

ORGANIZED UNDER THE LAWS OF THE STATE OF DELAWARE

A copy of this resignation was mailed to the above listed corporation at its last known address.

2901 Wilcrest STE 600
Houston, Tx. 77042

The agency is terminated and the office discontinued on the 31st day after the date on which the statement was filed.

Shen Allen
SIGNATURE
ASSISTANT SECRETARY

FEE FOR FILING THIS DOCUMENT:

\$87.50-Active Corporation

\$35.00-Administratively Dissolved Corporation