


SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 17, 1997.  
AMOUNT DUE ON OR BEFORE 9/17/97: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750.)

FILED  
Aug 13 1997 8:00am  
Secretary of State

<b>PROFIT CORPORATION ANNUAL REPORT 1997</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # P94000031845 (8)**  
1. Corporation Name  
**TRAVEL FACTORY OF AMERICA, INC.**

Principal Place of Business <b>10132 CULPEPPER COURT ORLANDO FL 32819</b>	Mailing Address <b>7232 SAND LAKE ROAD SUITE 201 ORLANDO FL 32819</b>
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2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified <b>04/25/1994</b>		3a. Date of Last Report <b>04/18/1996</b>	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number <b>59-3236678</b>		Applied For <input type="checkbox"/> Not Applicable	
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/> <b>\$8.75 Additional Fee Required</b>		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b>	
23	Zip	28	Zip	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No			
24	Country	29	Country				

9. Name and Address of Current Registered Agent <b>ALVES, MARCELLO A 10132 CULPEPPER COURT ORLANDO FL 32819</b>				10. Name and Address of New Registered Agent					
				81	Name				
				82	Street Address (P.O. Box Number is Not Acceptable)				
				83					
				84	City		85	Zip Code	
						<b>FL</b>			

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE \_\_\_\_\_  
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when resigning) DATE \_\_\_\_\_

12. OFFICERS AND DIRECTORS				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE	<b>P</b>	<input type="checkbox"/> DELETE		1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	<b>AUGUSTO, MARCELO A</b>			1.2 NAME			
STREET ADDRESS	<b>7232 SAND LAKE ROAD SUITE 201</b>			1.3 STREET ADDRESS			
CITY-ST-ZIP	<b>ORLANDO FL 32819</b>			1.4 CITY-ST-ZIP			
TITLE	<b>D</b>	<input type="checkbox"/> DELETE		2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	<b>QUEDES, LUIZ A</b>			2.2 NAME			
STREET ADDRESS	<b>7232 SAND LAKE ROAD SUITE 201</b>			2.3 STREET ADDRESS			
CITY-ST-ZIP	<b>ORLANDO FL 32819</b>			2.4 CITY-ST-ZIP			
TITLE	<b>D</b>	<input type="checkbox"/> DELETE		3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	<b>DA SILVA, AMYITO RIOS</b>			3.2 NAME			
STREET ADDRESS	<b>7232 SAND LAKE ROAD, SUITE 201</b>			3.3 STREET ADDRESS			
CITY-ST-ZIP	<b>ORLANDO FL</b>			3.4 CITY-ST-ZIP			
TITLE	<b>VST</b>	<input type="checkbox"/> DELETE		4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	<b>ALVES, MARCELO A</b>			4.2 NAME			
STREET ADDRESS	<b>7232 SAND LAKE ROAD SUITE 201</b>			4.3 STREET ADDRESS			
CITY-ST-ZIP	<b>ORLANDO FL 32819</b>			4.4 CITY-ST-ZIP			
TITLE		<input type="checkbox"/> DELETE		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME				5.2 NAME			
STREET ADDRESS				5.3 STREET ADDRESS			
CITY-ST-ZIP				5.4 CITY-ST-ZIP			
TITLE		<input type="checkbox"/> DELETE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME				6.2 NAME			
STREET ADDRESS				6.3 STREET ADDRESS			
CITY-ST-ZIP				6.4 CITY-ST-ZIP			

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation, or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13, if changed, or on an attachment with an addendum.

CR2E034 (4/97)