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ANTHONY ODIERNO
3666 WOODRIDGE PL.
PALM HARBOR, FL. 34684

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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ARTICLES OF DISSOLUTION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FIRST: The name of the corporation is: TOPA TRAVEL, INC.

SECOND: The date dissolution was authorized: OCTOBER 15, 1998

THIRD: Adoption of Dissolution (CHECK ONE)



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 notes cast for dissolution was sufficient for approval by

Not applicable

(Voting Group)

Signed this 16TH day of NOVEMBER, 19 98

Signature

(By the Chairman or Vice Chairman of the Board, President, or other officer)

ANTHONY ODIERNO

(Typed or printed name)

PRESIDENT

(Title)