FL.DIVOIN P. 2004 12NS P. 0 BOX 6327
TALEAHASSED, E. 2004 2005
SPEEGAL & UTRERA/AMERICAWYER P.O.BOX 144479
CORAL GABLES, FL. 33114 - 4479
INTERNAL REVENUE SERVICE/ENTITY CONTROL
ATLANTA, GA. 39901

OCT. 23, 1998'

DEAR SIRS,

DUE TO AN ILLNESS IN MY FAMILY AND FINANCIAL HARDSHIP, I CAN NO LONGER AFFORD TO PAY THE MONETARY FEES WHICH WOULD KEEP THIS CORPORATION UP TO DATE.

| RESPECTFULLY REQUEST THATYOU UNDERSTAND
| MY PERSONAL SITUATION IN THIS MATTER.
BILLIONAIRE, INCORPORATED	EIN/65-0718420
MICHAEL B. EHRLICH	900002572539--1
175 N.W. 121 STREET	10/26/98-01094-008
MIAMI, FLA. 33168-4513	1305 754-0985

PRESIDENT

SINCERELY,

MICAREL B. FAR GOLD

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ARTICLES OF DISSOLUTION

Pursuant to 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST:	The name of the corporation is: BILLIONAIRE, INCORPORATE
SECOND:	The filing date of the articles of incorporation was: FEBRUARY 20, 1996
THIRD:	(CHECK ONE)
	□ None of the corporation's shares have been issued. □ □ □ □ □ □ □ □ □ □ □ □ □ □ □ □ □ □ □
	The corporation has not commenced business.
FOURTH:	No debt of the corporation remains unpaid.
FIFTH:	The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.
SIXTH:	Adoption of Dissolution (CHECK ONE)
	A majority of the incorporators authorized the dissolution.
	A majority of the directors authorized the dissolution.
Sign	ed this 23 day of OCTOBER 19 98'
Signatu	(By the chairman or vice chairman of the board, president, or other officer - if there are no officers or directors, by an incorporator.)
	MICHAEL B. EHRLICH, /EIN 65-0718420 (Typed or printed name)
	PRESIDENT

(Title)