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FOLEY & LARDNER
777 SOUTH FLAGLER DRIVE, SUITE 200
WEST PALM BEACH, FLORIDA 33401
561-655-5050

MEMORANDUM

CLIENT-MATTER NUMBER
072790.0105

TO: Tallahassee Office, [Via Inter-Office Pouch]
FROM: Margaret E. Clark, Legal Assistant
DATE: October 27, 1998
RE: Travelsmart Reservation Group, Inc. and Travelsmart Group, Inc.

900002675609--9
-10/29/98--01048--024
****175.00 *****87.50

Please find attached original and duplicate copies of Statements of Resignation of Registered Agent for each of the above-referenced two (2) corporations and our check in the amount of \$175.00 to cover the filing fees. I would appreciate it if you would arrange to file these Statements with the Division of Corporations as soon as possible.

Kindly return the duplicate copies of each Statement, marked "Filed", to my attention, via the inter-office pouch.

If there are any problems with this filing, I would appreciate it if you would please call me immediately.

Thank you for your kind cooperation.

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Attachments as noted

cc: Thomas F. Munro, II, Esq. w/enclosures
Steven B Chameides, Esq. w/enclosures

FILED
98 OCT 29 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Call when ready

222-6100
Melaney

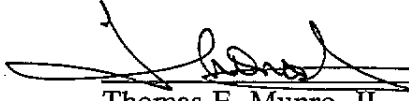
Joe 10/29

FILED
98 OCT 29 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATEMENT OF RESIGNATION OF REGISTERED AGENT

Pursuant to Section 607.0502(2), Florida Statutes, the undersigned, THOMAS F. MUNRO, II, hereby resigns as registered agent of TRAVELSMART RESERVATION CENTER, INC., a Florida corporation. A copy of this resignation was mailed to the above listed corporation at its last known address. The agency is terminated and the office discontinued on the 31st day after the date on which this statement is filed.

Date: October 27, 1998


Thomas F. Munro, II

AFFIDAVIT

STATE OF FLORIDA

)SS:

COUNTY OF PALM BEACH

Before me, the undersigned authority, this day personally appeared THOMAS F. MUNRO, II, who, after being duly sworn by me, deposes and says:

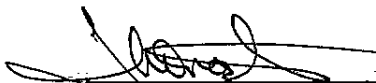
1. I am Thomas F. Munro, II, registered agent for TRAVELSMART RESERVATION CENTER, INC., a Florida corporation.

2. My address is 777 South Flagler Drive, Suite 200, East Tower, West Palm Beach, Florida 33401.

3. Pursuant to Section 607.0502(2), Florida Statutes, I sent notice of my resignation as registered agent of TRAVELSMART RESERVATION CENTER, INC., ("Company") at the business address of the Company located at: c/o Steven B. Chameides, Esq., 777 South Flagler Dr., #200, East Tower, West Palm Beach, FL 33401, with a copy of such notice being sent to the Company's president: Nabul K. Esfahani, 4547 Ridgeway Drive, Duluth, Georgia 30155 and the Company's shareholders: Nabul K. Esfahani, 4547 Ridgeway Drive, Duluth, Georgia 30155; Dr. Nasser Zahoury 2070 Azalea Drive, Roswell, Georgia 30075; Mr. Baha Kharazmi, 520 Willow View Way, Roswell, Georgia 30075; and Mr. Ray Rogers, 3729 Sugar Creek Lane, Conyers, Georgia 30094.

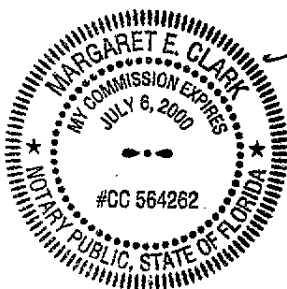
4. On October 27, 1998, I sent notice of my resignation as registered agent to the Department of State, State of Florida, pursuant to Section 607.0502(2), Florida Statutes.

FURTHER AFFIANT SAYETH NOT.


Thomas F. Munro, II

Sworn to and subscribed before me, this 27 day of October, 1998, by Thomas F. Munro, II, who is personally known to me.

My Commission Expires:




Notary Public, State of Florida at Large

{Notary Seal}