P98000064015

TEL-PLUS COMMUNICATIONS

28870 U.S. HWY 19 N. CLEARWATER, FLORIDA 33761 PHONE 727-796-2876 FAX 727-796-2551

DATE: 5-28-98

TO: D OF CORPORATIONS

FROM: TPC

700002895287--0 -06/04/99--01066--013 *****35.00 *****35.00

99 JUN-4 AM 9: 15
SECRETARSEE. FLORIDA

0155

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: TEL-PLUS COMMUNICATIONS
COL	RPORATION
SECOND:	The filing date of the articles of incorporation was: 014201998
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. The net assets of the corporation remaining after winding up have been distributed.
FIFTH:	No debt of the corporation remains unpaid. The net assets of the corporation remaining after winding up have been distributed, to the shareholders, if shares were issued. Adoption of Dissolution (CHECK ONE)
SIXTH:	Adoption of Dissolution (CHECK ONE)
	A majority of the incorporators authorized the dissolution.
	A majority of the directors authorized the dissolution.
Signed this 28 day of, 19 99	
-	
Signatu	(By the chairman or vice chairman of the board, president, or other officer - if there are no officers or
	directors, by an incorporator.
	Nicholas J. Brail
	(Typed or printed name)
	President
	(Title)