

CT CORPORATION SYSTEM

A 14002

111 Eighth Avenue
New York, NY 10011
Tel. 212-894-8940
Fax 212-590-9180

November 17, 1999

RE: FM HOTEL COMPANY, INC.
SHOALS ASSOCIATES, LTD.

(TN.DOM.)
(FL.DOM.)

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Fl. 32399

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*****87.50 . *****87.50

Dear Sir:

We enclose resignation executed in duplicate, by the agent for service of process for the above corporations. Also enclosed are 2 checks in the amount of \$87.50 to cover the required filing fee.

Please acknowledge receipt by signing and returning the enclosed copy of this letter. For your convenience, we enclose a stamped self-addressed envelope.

Very truly yours,

CT CORPORATION SYSTEM

Theresa Alfieri
Senior Supervisor

TA: lk
enclosure

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

**RESIGNATION OF REGISTERED AGENT
FOR A LIMITED PARTNERSHIP**

Pursuant to the provisions of section 620.1051(2), Florida Statutes, the undersigned,
C T CORPORATION SYSTEM, hereby resigns as Registered Agent for
(Name of Registered Agent)
SHOALS ASSOCIATES, LTD. (FL.DOM.)
(Name of Limited Partnership)

A copy of this resignation was mailed to the above listed partnership at its last known address. c/o The Old Mountain Company, Inc., 225 W. Wacker Drive Ste. 1500, Chicago, Il. 60606 , Att: Christine Svec, Corp./Secy. The agency is terminated and the office discontinued on the 31st day after the date on which this statement is filed.

McAlpin
(Signature)
ASSISTANT SECRETARY

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILING FEE: \$ 87.50