

CT Corporation System
1633 Broadway
New York, NY 10019
Tel. 212 240-9070

F94000004106

November 16, 1998

RE: DUNN CONSTRUCTION COMPANY, INC.
NPAC ACQUISITION CORP.

(MS. DOM.)
(DE. DOM.)

98 NOV 23 AM 11:06
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

700002693257--7
-11/23/98--01017--003
*****35.00 *****35.00

Dear Sir:

We enclose resignation executed in duplicate, by the agent for service of process for each of the above corporations. Also enclosed are 2 checks in the amount of 35.00 each 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,

C T CORPORATION SYSTEM

Theresa Alfieri
Senior Supervisor &
Assistant Secretary

1633 Broadway
NY, NY 10019

TA: hm
enclosure

RA Resig

VS DEC 2 1998



Florida Department of State, Jim Smith, Secretary of State

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TALLAHASSEE, FLORIDA

RESIGNATION OF REGISTERED AGENT

Pursuant to the provisions of sections 607.0502(2) or 607.1509, Florida Statutes, the

undersigned, C T CORPORATION SYSTEM hereby resigns as
(name of registered agent)

Registered Agent for NPAC ACQUISITION CORP.
(name of corporation)

ORGANIZED UNDER THE LAWS OF THE STATE OF DELAWARE

A copy of this resignation was mailed to the above listed corporation at its last known address.

C/O Connolly Epstein Chicco Foxman Oxholm & Ewing
1515 Market Street Ninth Floor
Philadelphia, PA 19102-1909
Attn: Maxine M. DiRenza Legal Assistant

The agency is terminated and the office discontinued on the 31st day after the date on which the statement was filed.


SIGNATURE
ASSISTANT SECRETARY

FEE FOR FILING THIS DOCUMENT:
\$87.50-Active Corporation
\$35.00-Administratively Dissolved Corporation