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Reply to: Orlando

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02 MAY 31 PM 2:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 28, 2002

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****35.00 *****35.00

Re: Next Level Records, Inc.
Our File No. 4456.0019

Gentlemen:

Enclosed herewith please find the following for filing with respect to Next Level Records, Inc.:

1. Resignation of myself as Registered Agent, together with check in the sum of \$87.50; and
2. Resignation of Jennifer Benscher as a Director, together with check in the sum of \$35.00.

Please acknowledge your receipt and filing of the foregoing documents by stamping the copies enclosed for that purpose and returning same to me in the self-addressed stamped envelope provided herein. Should you have any questions in connection with the foregoing, please do not hesitate to contact me.

Very truly yours,

GREENSPOON, MARDER, HIRSCHFELD, RAFKIN,
ROSS & BERGER, P.A.

Robert B. Jackson
For the Firm

RBJ/pc
Encs.

G:\Pat\Benscher\Next Level Records\Dept of State ltr.wpd

1. Also admitted in Colorado
2. Also admitted in New York
3. Also admitted in Wisconsin
4. Also admitted in Georgia
5. Also admitted in Texas
6. Also admitted in Minnesota
7. Only admitted in the Province of Quebec

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5-31-02

RESIGNATION

I, JENNIFER BENSCHER, hereby resign as Director of NEXT LEVEL RECORDS, INC., a corporation organized under the laws of the State of Florida, and affirm that the corporation has been notified in writing of the resignation.

Dated: May 23, 2002


JENNIFER BENSCHER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA