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SPOTTSWOOD, SPOTTSWOOD AND SPOTTSWOOD
ATTORNEYS AND COUNSELORS AT LAW
500 FLEMING STREET
POST OFFICE BOX 1900
KEY WEST, FLORIDA 33041-1900

JOHN M. SPOTTSWOOD, JR.
WILLIAM B. SPOTTSWOOD

August 27, 1999

TELEPHONE
305 - 294 - 9556
TELECOPIER
305 - 292 - 1982

OF COUNSEL:

JOHN M. SPOTTSWOOD (1920-1975)

Division of Corporations
Secretary of State
409 E. Gaines Street
Tallahassee, FL 32301

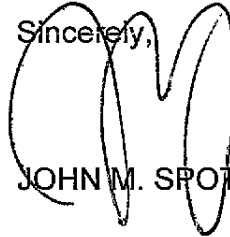
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Dear Sir:

Enclosed you will find the Officer/Director Resignation for Cotton Shop, Inc. for filing with your office. I have enclosed my check in the amount of \$35.00 to cover the cost of the filing. If I can be of any further assistance to you concerning this matter, please call me or my secretary, Robin Gedmin.

Thanking you for your assistance with this matter, I am,

Sincerely,



JOHN M. SPOTTSWOOD, JR.

/rrg

Enclosures

FILED
99 SEP - 1 AM 10: 13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ad 9-1 officer see chg

Florida Department of State, Sandra B. Mortham, Secretary of State

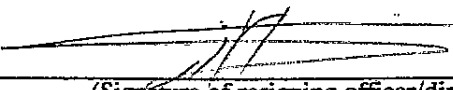
OFFICER / DIRECTOR RESIGNATION

I, JACOB BLIVES, hereby resign as Vice President/Director
(Title)

of COTTON SHOP, INC.
(Name of Corporation)

a corporation organized under the laws of the State of Florida

and affirm that the corporation has been notified in writing of the resignation.



JACOB BLIVES (Signature of resigning officer/director)

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99 SEP - 1 AM 10:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILING FEE IS \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314