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PA44000082268

August 6, 1997

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-08/08/97--01095--003
*****87.50 *****87.50

Re: Statement of Resignation as Registered Agent;

Dear Sir/Madam:

Enclosed for filing with the Department of State is a Statement of Resignation as Registered Agent of Bancapital Financial Corp. Also enclosed is our filing fee in the amount of \$87.50. Appropriate notification has been forwarded to the corporation regarding this withdrawal.

If you have any questions or concerns with respect to the enclosed, please feel free to give me a call.

Sincerely,

Kathleen Monday

Kathleen A. Monday
Paralegal

Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED

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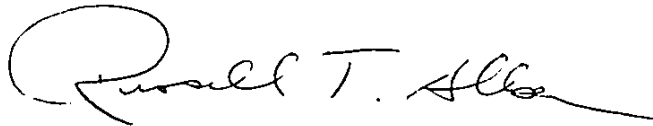
ESTABLISHED 1842

STATEMENT OF RESIGNATION
AS REGISTERED AGENT

THE UNDERSIGNED, **Russell T. Alba**, whose address is 100 North Tampa Street, Suite 2700, Tampa, Florida 33602, hereby tenders his resignation as the Registered Agent of Bancapital Financial Corp., whose principal place of business is recorded as c/o Foley & Lardner, 100 North Tampa Street, Suite 2700, Tampa, Florida 33601. I understand that, per Florida Statute, this agency will be terminated as of the 31st day after the date on which this Statement of Resignation is filed, and unless otherwise provided in this Statement, termination of the agency acts as a termination of the registered office as well.

Please be advised that a copy of this Statement of Resignation has been delivered to the corporation at the above-referenced address and to Jugal K. Taneja, 5770 Roosevelt Boulevard, Suite 700, Clearwater, Florida 34620.

Dated this 4th day of August, 1997.



Russell T. Alba

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED