

SANTOS & COMPANY, P.A.

ATTORNEYS AT LAW
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MIAMI, FLORIDA 33131

TELEPHONE: (305) 371-5252
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MAURO C. SANTOS
JOSEPH A. SORCE

P 94000084920

Miami, April 29th, 1999.

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-05/03/99--01143--005
*****35.00 *****35.00

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

re: M.F. GROUP CORP.

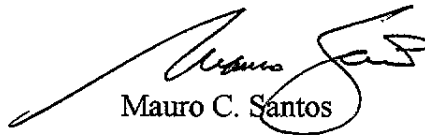
Dear Sir/Madam:

Enclosed please find a notice of resignation of Sueli Wertheimer as Director of aforesaid corporation and this firm's check number 3550 in the sum of \$35.00 representing the requisite fee.

Thank you for your attention in this regard.

Sincerely,

*Off Rec
5-10-99
MS*


Mauro C. Santos

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAY -3 AM 10:25

FILED

MS/ac
99.058
enc.


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

OFFICER / DIRECTOR RESIGNATION

I, SUELI WERTHEIMER, hereby resign as DIRECTOR
(Title)
of M.F. GROUP CORP.
(Name of Corporation)

a corporation organized under the laws of the State of FLORIDA

That the corporation has been notified in writing of the resignation.



(Signature of resigning officer/director)
SUELI WERTHEIMER

DATE: 4-29-99

FILED
99 MAY -3 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILING FEE IS \$35.00

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