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AKERMAN SENTERFITT

ATTORNEYS AT LAW

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December 28, 2000

VIA AIR MAIL

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

300003519159--3  
-01/02/01--01091--018  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: MEDICAL FIRST, INC.

Dear Sir/Madam:

Enclosed please find original executed Resignation for the above referenced Florida corporation, together with Check No. 3121, made payable to the order of the Secretary of State, in the sum of \$35.00, covering the filing fee for the Resignation. Please file the enclosed document at your earliest possible convenience.

Thank you for your cooperation in this regard.

Sincerely yours,

*Nery D. Toledo*  
Nery D. Toledo  
Legal Assistant

FILED  
01 JAN - 2 AM 9:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Enclosures

cc Marshall R. Burack, Esq.  
Ms. Vilma D. Quintana

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*Officer Resignation*

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AKERMAN, SENTERFITT & EIDSON, P.A.

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01 JAN -2 AM 9:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RESIGNATION

To: The Board of Directors of MEDICAL FIRST, INC., a Florida corporation  
(the "Company")

I hereby resign as Director, Treasurer and Secretary of the Company, effective as of  
12/22, 2000.

  
VILMA D. QUINTANA

Dated: 12/22, 2000