P99000003834

Fair Commissaries, Inc 10550 Pebble Cove Lane Boca Raton, Florida 33498 561-487-2727

December 15, 1999

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

Ref Number:P9900003834

000003074840--4 -12/20/99--01064--007 *****35.00 *****35.00

I have enclosed a check in the amount of \$35 to cover the cost of filing the attached resignation of Henry Mercer.. Please remove his name from our corporate listing.

Thank you for your prompt attention to this matter.

Very truly yours,

Carole Shenkman

Secretary

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SECRETARY OF STATE
AND ANASSEE, FLORIDA

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FAIR COMMISSARIES, INC. RESIGNATION FOR HENRY MERCER

I Henry Mercer the undersigned director of the above named Florida corporation, do hereby tender my resignation, to take effect upon adjournment of the meeting of the Board of Directors at which this resignation is accepted. I surrender all my stock in the corporation to Brian Shenkman as of this date. I will no longer have any thing to do with the above name corporation.

Dated: April 19th, 1999.

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SECRETARY OF STATEA