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PLEASE REPLY TO:
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1900 W. COMMERCIAL BLVD.
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FORT LAUDERDALE, FL 33309
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MONROE COUNTY OFFICES
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ISLAMORADA, FL 33036
422 FLEMING STREET
KEY WEST, FL 33040
(800) 803-5555

October 22, 1999

Secretary of State
Division of Corporations
Amendments Section
P.O. Box 6327
Tallahassee FL 32314

300003024223-1
-10/25/99-01117-015
*****43.75 *****43.75

Re: Miami Clay Company, Inc., Resignation of President Barbara Goldberg

Dear Sir/Madam:

Enclosed please find duly executed and notarized Resignation of President/Director, Barbara Goldberg, from Miami Clay Company, Inc., a Florida corporation. Please register the enclosed Resignation in the corporate records. Also enclosed please find our firm's check for payment of the Resignation Fee of \$35.00 and for a certified copy of the Resignation in the amount of \$8.75, for a total enclosed of \$43.75.

Please return a certified copy of the Resignation in the enclosed pre-paid envelope.

Thank you for your anticipated courtesy and assistance in this matter.

Very truly yours,

HOFFMAN, LARIN & AGNETTI, P.A.

By:

Judith A. Warrington
Judith A. Warrington,
Legal Assistant

JW:ms\10631

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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RESIGNATION OF PRESIDENT/DIRECTOR

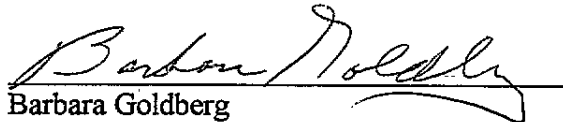
OF

MIAMI CLAY COMPANY, INC.,
a Florida corporation

I, **BARBARA GOLDBERG**, hereby tender my Resignation as President and Director of **MIAMI CLAY COMPANY, INC.**, a Florida corporation, whose principal business address is 270 NE 183rd Street, Miami FL 33179, effective at 4:00 p.m., EDT, October 19, 1999.

I hereby certify that the Corporation has been notified of my Resignation in writing by copy hereof by hand delivery this October 19, 1999.

DATED: October 19, 1999

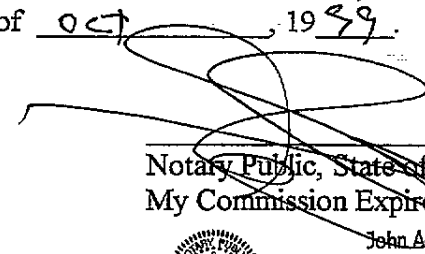

Barbara Goldberg

STATE OF FLORIDA]

COUNTY OF DADE] ss:

I **HEREBY CERTIFY** that on this day, before me, an officer duly authorized in the State and county aforesaid to take acknowledgements, personally appeared **BARBARA GOLDBERG**, to me personally known to be the person described in, or who produced DL as identification, and who, being first duly sworn, executed the foregoing Resignation as President and Director of Miami Clay Company, Inc., and she acknowledged before me that she executed the same, and that the statements set forth therein are true and correct of her own knowledge.

SWORN TO AND SUBSCRIBED before me, a Notary Public in the County and State last aforesaid, this 19 day of OCT, 19 99.


Notary Public, State of Florida
My Commission Expires



John Agnetti
MY COMMISSION # CC841576 EXPIRES
September 8, 2003
BONDED THRU TROY FAIR INSURANCE, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 OCT 25 PM 12:17

FILED