

CT CORPORATION SYSTEM

A14002

111 Eighth Avenue
New York, NY 10011
Tel. 212-894-8940
Fax 212-590-9180

November 17, 1999

RE: FM HOTEL COMPANY, INC.
SHOALS ASSOCIATES, LTD.

(TN.DOM.)
(FL.DOM.)

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

000003051590--2
-11/22/99--01125--009
*****87.50 *****87.50

Dear Sir:

We enclose resignation executed in duplicate, by the agent for service of process for the above corporations. Also enclosed are 2 checks in the amount of \$87.50 to cover the required filing fee.

Please acknowledge receipt by signing and returning the enclosed copy of this letter. For your convenience, we enclose a stamped self-addressed envelope.

Very truly yours,

CT CORPORATION SYSTEM

Theresa Alfieri

Theresa Alfieri
Senior Supervisor

TA: lk
enclosure

FILED
99 NOV 26 AM 9:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
A14002
11-26-99
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FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

**RESIGNATION OF REGISTERED AGENT
FOR A LIMITED PARTNERSHIP**

Pursuant to the provisions of section 620.1051(2), Florida Statutes, the undersigned,

C T CORPORATION SYSTEM

(Name of Registered Agent)

SHOALS ASSOCIATES, LTD.

(FL.DOM.)

(Name of Limited Partnership)

A copy of this resignation was mailed to the above listed partnership at its last known address. c/o The Old Mountain Company, Inc., 225 W. Wacker Drive Ste. 1500, Chicago, Il. 60606 , Att: Christine Svec, Corp./Secy.

The agency is terminated and the office discontinued on the 31st day after the date on which this statement is filed.

He Alpha
(Signature)
ASSISTANT SECRETARY

FILED
99 NOV 26 AM 9:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILING FEE: \$ 87.50