F080000430/

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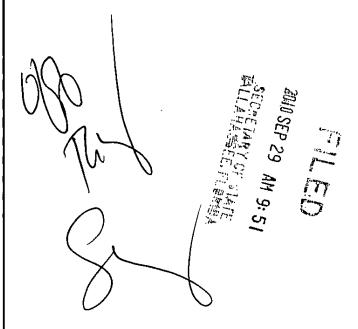
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HOLDEN, CARPENTER, ROSCOW & KURDZIEL, PL

Morneys and Counselors at Sun

September 27, 2010

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

Re: MDI Holdings, Inc., Document Number F08000004301

Dear Sir or Madam,

Enclosed please find the following for filing:

- (1). Officer/Director Resignation Letter for Daniel Stoll as Secretary of the above referenced corporation; and
 - (2). Check in the amount of thirty-five dollars (\$35.00) for the filing fees.

Please return all correspondence regarding this to my attention at the above address. Please do not hesitate to contact my office if you have any questions concerning this matter. Thank you in advance for your assistance.

Kind regards,

Holden, Carpenter, Roscow & Kurdziel, PL

Rebekah M. Kurdziel, Esq.

RMK/ag Encls.

MINSEP 29 AM 9:51

MDI Holdings, Inc. 90 Fort Wade Road Ponte Vedra, Florida 32081

Re: Resignation as Secretary

Dear Board of Directors:

I hereby tender my resignation as Secretary of MDI Holdings, Inc., document number F08000004301, a corporation organized under the laws of the State of Delaware, effective immediately.

Sincerely,

Daniel Stoll