

1633 Broadway New York, NY 10019 Tel. 212 246 5070

RE: NSI ACQUISITION, INC.

(NV. DOM.)

NSI MANAGEMENT, INC. d/b/a NSI MANAGEMENT OF

DELAWARE, INC.

(DE. DOM.)

RESOURCE FINANCIAL SERVICES, INC.

(NV. DOM.)

Secretary of State Corporate Records Bureau Division of Corporation 409 E. Gaines Str. Tallahassee, FL 32399

000002878840--4 -05/18/99--01056--003 ****262.50 *****87.50

Dear Sir:

We enclose resignation executed in duplicate by the agent for service of process for the above corporation. Enclosed find 1 check in the amount of \$262.50 to cover the required filing fee.

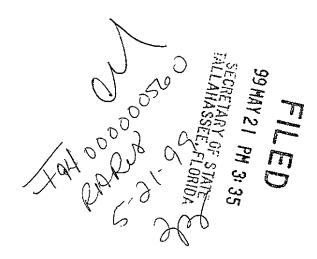
Please acknowledge receipt by signing and returning the enclosed copy of this letter. For your convenience, we enclose a stamped self addressed envelope.

Very truly yours,

C T CORPORATION SYSTEM

Theresa Alfieri Senior Supervisor & Assistant Secretary

TA/cdm Enclosure





Florida Department of State, Jim Smith, Secretary of State

RESIGNATION OF REGISTERE	MAY 2 CRETAN AHASS	W-104 M
Pursuant to the provisions of sections 607.0502(2) or 607	.1509, Florida Statues, the	
undersigned, C T CORPORATION SYSTEM (name of registered agent) NST ACCUESTITION	hereby resigns as ట్ర	
Registered Agent for NSI ACQUISITION (name of corporation)		
ORGANIZED UNDER THE LAWS OF THE STATE OF	NEVADA	
A copy of this resignation was mailed to the above listed conditions. address. c/o Nutri/System, L.P. 202 Welsh Road Horsham, PA. 19044 Attn:Susan Mullin The agency is terminated and the office discontinued on the which the statement was filed.		
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FEE FOR FILING THIS DOCUMENT:

\$87.50-Active Corporation \$35.00-Administratively Dissolved Corporation