

CT CORPORATION SYSTEM

7940000000560

May 14, 1999

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,

CT CORPORATION SYSTEM

Theresa Alfieri
Theresa Alfieri
Senior Supervisor &
Assistant Secretary

TA/cdm
Enclosure

FILED
99 MAY 21 PM 3:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
7940000000560
RPR
5-21-99



Florida Department of State, Jim Smith, Secretary of State

RESIGNATION OF REGISTERED AGENT

FILED
99 MAY 21 PM 3:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of sections 607.0502(2) or 607.1509, Florida Statutes, the

undersigned, C T CORPORATION SYSTEM hereby resigns as
(name of registered agent)

Registered Agent for NSI ACQUISITION INC.
(name of corporation)

ORGANIZED UNDER THE LAWS OF THE STATE OF NEVADA

A copy of this resignation was mailed to the above listed corporation at its last known 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 31st day after the date on which the statement was filed.


SIGNATURE
ASSISTANT SECRETARY

FEE FOR FILING THIS DOCUMENT:

\$87.50-Active Corporation

\$35.00-Administratively Dissolved Corporation