

F9500000/801

CT CORPORATION SYSTEM

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

January 30, 1998

FILED
98 FEB -5 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: AMERICAS FOODS, INC. (DE. DOM.)
FALCON ROOFING, INC. (OH. DOM.)
HARVEY FREEMAN & SONS, INC. (TN. DOM.)
HUDSON OIL COMPANY, INC. (KS. DOM.)
NATIONAL HAIR CARE CENTERS, INC. (TN. DOM.)

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

400002422614--0
-02/05/98--01073--012
*****35.00 *****35.00

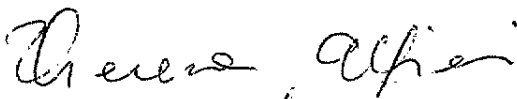
Dear Sir:

We enclose resignation executed in duplicate, by the agent for service of process for the above corporations. Also enclosed are 5 checks in the amount of \$35.00 to cover the required filing fee.

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

Very truly yours,

C T CORPORATION SYSTEM



Theresa Alfieri *cdm*
Senior Supervisor &
Assistant Secretary

TA/cdm
Enclosure

VS FEB 6 1998

RA Resig



Florida Department of State, Jim Smith, Secretary of State

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RESIGNATION OF REGISTERED AGENT

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 AMERICAS FOOD, INC.
(name of corporation)

ORGANIZED UNDER THE LAWS OF THE STATE OF DELAWARE

A copy of this resignation was mailed to the above listed corporation at its last known address.

c/o The Appletree Co.
2255 Glades Rd. Ste. 200 E.
Boca Raton, FL 33431
Attn: Adam Fravitz Gen. Csl.

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