

F960000005735

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January 31, 2001

VIA FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
UCC Filing Department
409 East Gaines Street
Tallahassee, FL 32399

500003623325--7
-02/01/01--01097--003
122.50 **35.00

Re: PRO GREENS, INC. -F96000005735

Gentlemen:

Enclosed please find this firm's check in the amount of \$122.50, representing filing fees, due on the following documents:

1. Officer/Director Resignation	
a) Filing Fee	\$ 35.00
2. Resignation of Registered Agent	
a) Filing Fee	87.50
TOTAL	<u>\$122.50</u>

After filing, please return the copies of these documents to the undersigned in the enclosed, pre-addressed envelope. Should you have any questions, please do not hesitate to contact us.

Very truly yours,

*Off Rec
2-5-01
MS*

Rebecca A. Teten
Paralegal to David S. Bernstein, Esq.

RAT:smr
Enclosures

cc: Lynn V. Cravey, Esq.

FILED
01 FEB - 1 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OFFICER / DIRECTOR RESIGNATION

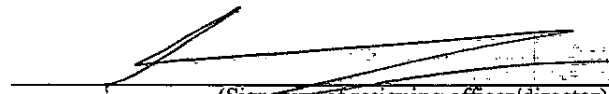
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01 FEB - 1 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, Lawrence C. Miller, hereby resign as President/Director
(Title)

of PRO GREENS, INC.
(Name of Corporation)

a corporation organized under the laws of the State of Nevada

and affirm that the corporation has been notified in writing of the resignation.


(Signature of resigning officer/director)
Lawrence C. Miller

FILING FEE IS \$35.00

Make checks payable to Florida Department of State and mail to:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314