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(813) 223-5351

LEROY ALLEN (1902-1975)

L. ROBERT FRANK (1924-1989)

JOHN R. TRINKLE, JR. (1921-1991)

AUTOMATIC RECOPIER
(813) 229-6002

F 97000001831

December 31, 1997

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

100002390151--4
-01/05/98--01126--001
*****87.50 *****87.50

Re: Resignation of Registered Agent

Dear Sir or Madam:

Enclosed please Resignation of Registered Agent forms for CCN Capital Group, Inc., and Children's Cable Network of North Florida, L.C., with two checks in the amount of \$87.50 for filing the Resignations. Kindly confirm receipt and filing of the Resignations by date stamping the enclosed copies and returning them to me in the envelope provided.

Your assistance in this matter is greatly appreciated. Please call if you have any questions or concerns.

Very truly yours,

ALLEN, DELL, FRANK & TRINKLE

Aimee M. Curtis

Aimee M. Curtis
Secretary to A. Christopher Kasten

/amc
encs.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
FILED

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RESIGNATION OF REGISTERED AGENT

TO: Department of State
Tallahassee, Florida 32314

PLEASE take notice that the undersigned resigns as the Registered Agent of CCN CAPITAL GROUP, INC., a Florida corporation, having its registered office at 101 E. Kennedy Blvd., Suite 1240, City of Tampa, County of Hillsborough, State of Florida. Written notice of the undersigned's resignation was given to the corporation, on December 23, 1997, at the following addresses:

CCN Capital Group, Inc.
712 South Oregon Avenue
Tampa, Florida 33606

Ellis N. Younger
3952 Toland Circle
Los Alamitos, CA 90702

CCN Capital Group, Inc.
2030 Main Street, 13th Floor
Irvine, CA 92614

CCN Capital Group, Inc.
12360 66th Street North
Suite Q
Largo, Florida 33773

Ellis N. Younger
CCN Capital Group, Inc.
10231 Slater Avenue, Suite 103
Fountain Valley, CA 92708

Pursuant to the provisions of Section 607.0502(2) of the Florida Business Corporation Act, this resignation shall take effect on the 31st day after the date on which the statement was filed.

Dated: 12-23-97



A. CHRISTOPHER KASTEN, II

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED