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April 11, 2001

RE: GARDEN BOTANIK, INC.
PLANT MARKETING INC.

(WA. DOM.)
(WI. DOM.)

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

100004012601--2
-04/17/01--01016--003
*****87.50 *****87.50

Dear Sir:

We enclose resignation executed in duplicate, by the agent for service of process for each of the above corporations. Also enclosed are 2 checks in the amount of \$87.50 each 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
Senior Supervisor &
Assistant Secretary

CT CORPORATION SYSTEM

TA/hm
Enclosure

111 Eighth Avenue
New York, NY 10011

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 APR 27 AM 11:44

R.A. Resignation

LFS

11/27/2001

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

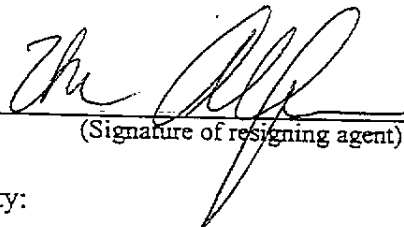
01 APR 27 AM 11:44

RESIGNATION OF REGISTERED AGENT

Pursuant to the provisions of sections 607.0502(2), 617.0502(2), 607.1509, or 617.1509,
Florida Statutes, the undersigned, C T CORPORATION SYSTEM
(Name of registered agent)

hereby resigns as Registered Agent for PLANT MARKETING INC. (WI. DOM.)
(Name of corporation)

A copy of this resignation was mailed to the above listed corporation at its last known address.
C/O Roll International Corporation 11444 West Olympic Blvd.
Los Angeles, CA 90064-1544 Attn: Elinor L. Bozzone, Legal Assistant
The agency is terminated and the office discontinued on the 31st day after the date on which
this statement is filed.


(Signature of resigning agent)

If signing on behalf of an entity:

C T CORPORATION SYSTEM
(Typed or Printed Name)

ASSISTANT SECRETARY
(Capacity)

Fee for filing this document:

\$87.50 - Active corporation

\$35.00 - Administratively dissolved corporation

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