

F 99000005162

CT CORPORATION SYSTEM

111 Eighth Avenue
New York, NY 10011
Tel. 212-894-8940
Fax 212-590-9180

May 8, 2001

RE: INTELICELL MERGER SUB, INC.

(DE. DOM.)

Secretary of State
Corporation Record Bureau
Division of Corporation
409 East Gaines Street
Tallahassee, Florida 32399

400004217284--7
-05/15/01--01078--001
*****35.00 *****35.00

Dear Sir:

We enclose resignation executed in duplicate, by the agent for service of process for the above corporation. Also enclosed is 1 check in the amount of \$35.00 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,

C T CORPORATION SYSTEM

Theresa Alfieri
Theresa Alfieri
Senior Supervisor &
Assistant Secretary

TA:ld
Enclosure

FILED
01 MAY 15 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RA Resign

MAY 21 2001

RESIGNATION OF REGISTERED AGENT

FILED
01 MAY 15 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

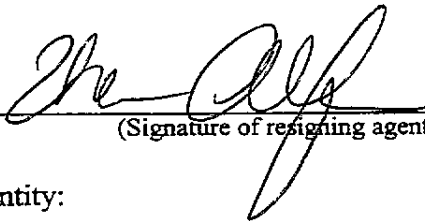
Pursuant to the provisions of sections 607.0502(2), 617.0502(2), 607.1509, or 617.1509,

Florida Statutes, the undersigned, C T CORPORATION SYSTEM
(Name of registered agent)

hereby resigns as Registered Agent for INTELLICELL MERGER SUB, INC. (DE. DOM.)
(Name of corporation)

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

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