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SAX, WILLINGER & GOLD

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

December 8, 1997

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32301

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-12/10/97--01016--001
****157.50 ****157.50

87.50

Re: Corporate Filing for Orcalla Corporation

Greetings:

Enclosed please find the following:

1. Officer/Director Resignation.
2. Statement of Change of Registered Office or Registered Agent or both for Corporations.
3. Resignation of Registered Agent.
4. Our trust account check in the amount \$157.50 representing filing fees of \$35.00, \$35.00 and \$87.50, respectively.

97 DEC 10 PM 2:38
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Also enclosed are copies of each of the forms along with a self-addressed envelope. Please date stamp copies of each of the forms and return them to my office. A self-addressed, stamped envelope is enclosed for your convenience. Thank you for your assistance in this matter.

Very truly yours,

Scott R. Willinger
Attorney-at-Law

SRW:mt

Enclosures

cc: Orcalla Corporation

RA ~~Resig.~~ Resig.

VS DEC 16 1997

RESIGNATION OF REGISTERED AGENT

FILED
97 DEC 10 PM 2:40
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, SCOTT R. WILLINGER
(Name of registered agent)

hereby resigns as Registered Agent for ORCALLA CORPORATION
(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:

(Typed or Printed Name)

(Capacity)

Fee for filing this document:

\$87.50 - Active corporation

\$35.00 - Administratively dissolved corporation