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SAX, WILLINGER & GOLD
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

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December 8, 1997.

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

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.

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

O/D resign.

VS DEC 16 1997

FILED
97 DEC 10 PM 2:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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-12/10/97--01016--001
157.50 *35.00

Florida Department of State, Sandra B. Mortham, Secretary of State

OFFICER / DIRECTOR RESIGNATION

I, SCOTT R. WILLINGER, hereby resign as Secretary of ORCALLA CORPORATION
(Title) (Name of Corporation)

a corporation organized under the laws of the State of Florida.

That the corporation has been notified in writing of the resignation.


(Signature of resigning officer/director)

FILING FEE IS \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314