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17 April 1997

3 and 1 Properties Inc.(592336807)
Gregory L. Lineburg, President
895 Woodland Drive
Port St. Lucie FL 34982

300002149699--8
-04/21/97--01162--014
*****35.00 *****35.00

Dear Mr. Lineburg:

3 and 1 Properties Inc. has not been an operational corporation since 23 September 1993.

Currently 3 and 1 Properties has no assets and there is no plans to resume operations of this corporation; therefore, as of this date I, Mitchell L. Williford, resign as a stockholder in 3 and 1 Properties.

I am taking actions to have my name removed as a stockholder in 3 and 1 Properties Inc. with the Florida Department of State.

Sincerely,

Mitchell L. Williford

Mitchell L. Williford
5413 Deer Run Dr.
Ft. Pierce FL 34951

Phone 561 464-7609

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 21 AM 9:12

CFR Resign

APR 28 1997

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

OFFICER / DIRECTOR RESIGNATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 21 AM 9:12

I, Mitchell L. Williford, hereby resign as Secretary
(Title)

of 3 and 1 Properties Incorporated (592336807)
(Name of Corporation)

a corporation organized under the laws of the State of Florida

and affirm that the corporation has been notified in writing of the resignation.

Mitchell L Williford
(Signature of resigning officer/director)

FILING FEE IS \$35.00

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