

LAW OFFICES  
**SIMON, SCHINDLER & SANDBERG**

A PROFESSIONAL ASSOCIATION  
2650 BISCAYNE BOULEVARD  
MIAMI, FLORIDA 33137-4890

TOBIAS SIMON (1929 - 1982)  
THOMAS M. PFLAUM \*  
JEFFREY D. RUBINSTEIN  
NEAL L. SANDBERG  
ROGER J. SCHINDLER  
TERRI GRUMER SONN \*  
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**G63537**

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\* OF COUNSEL

May 21, 1999

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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-05/24/99--01037--001  
\*\*\*\*\*105.00 \*\*\*\*\*35.00

**Re: Here's Miami, Inc.**  
**Document No.: G63537**  
**Our File No.: 5578**

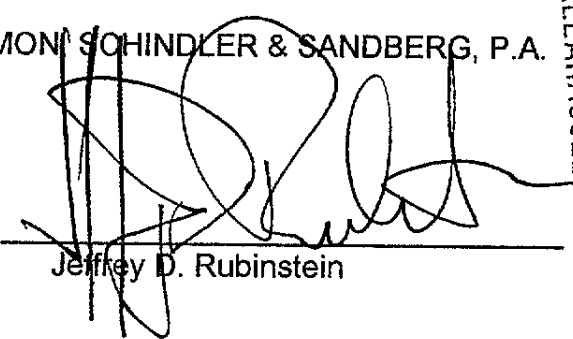
To Whom It May Concern:

Enclosed please find a Statement of Change of Registered Agent for Corporations, Statement of Change of Registered Office and Registered Agent, and two Officer/Director Resignation forms. Also, please find a check for \$105.00 for the filing of these documents.

If you have any questions or comments, please do not hesitate to contact the undersigned.

Sincerely,

SIMON, SCHINDLER & SANDBERG, P.A.

By:   
Jeffrey D. Rubinstein

*Jeff Res  
6-1-99  
JDR*

DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

99 MAY 24 PM 3:14

**FILED**

Enclosure

JDR:urs

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FROM :

PHONE NO. : 573 9778

May. 19 1999 11:47AM P3

**OFFICER / DIRECTOR RESIGNATION**

I, MARGARET J. DZIURA, hereby resign as SECRETARY of HERE'S MAIMI, INC., a corporation organized under the laws of the State of Florida and affirm that the corporation has been notified in writing of the resignation.

Margaret J. Dziura  
MARGARET J. DZIURA

**FILED**

99 MAY 24 PM 3:14

CLERK OF STATE  
TALLAHASSEE, FLORIDA

*[Handwritten signature]*