HOLLAND & KNIGHT LLP

50 North Laura Street, Suite 3900 P.O. Box 52687 (ZIP 32201-2687) Jacksonville, Florida 32202

904-353-2000 FAX 904-358-1872

October 27, 1997

Secretary of State Division of Corporations P. O. Box 6327 Tallahassee, Florida 32314 Boca Raton Fort Lauderdale Jacksonville Lakeland Miarni New York Orlando San Francisco St. Petersburg Tallahassee Tampa Washington, D.C. West Palm Beach

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*****35.00 *****35.00

Re: Resignation as Registered Agent for Bellobay, Inc.

Dear Sir or Madam:

Enclosed please find (i) an original Statement of Resignation as Registered Agent for Bellobay, Inc. ("Statement"), (ii) a copy of the Statement, and (iii) a check in the amount of \$35.00 in payment of the fee for filing the Statement. Please file the Statement and return a stamped copy to me.

Sincerely,

HOLLAND & KNIGHT LLP

Brenda L. Jackson U Secretary to Donald W. Wallis

Enclosures

RA Reseg

VS NOV 4 1997

BELLOBAY, INC.

FILED

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STATEMENT OF RESIGNATION OF REGISTERED AGENTINE TARY OF STATE TALLAHASSEE FLORIDA

Pursuant to Section 607.0502, Florida Statutes, the undersigned registered agent for Bellobay, Inc., a Florida corporation, hereby resigns said position and certifies that:

1. The registered office is to be discontinued as a result of this resignation;

2. A copy hereof has been furnished to the above corporation at its principal office address;

3. The corporation has been advised of its obligation to maintain a registered agent in compliance with Florida law and has been provided instructions relating thereto; and

4. The appropriate filing fee of \$35.00 has been furnished to the State of Florida along with this statement.

In accordance with the above-referenced Statute, the undersigned will be relieved of duty as registered agent on the 31st day after the filing of this statement with the State of Florida.

DATED this 27th day of October, 1997.

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INTRASTATE REGISTERED AGENT CORPORATION

Bv

Donald W. Wallis, Vice President