

THE LAW FIRM OF
FRANK • EFFMAN • WEINBERG • BLACK, P.A.

K27681

June 23, 1999

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

NEIL G. FRANK
STEVEN W. EFFMAN
STEVEN A. WEINBERG
DAVID W. BLACK
RANDY J. NATHAN
KARIN A. BAYNE
EDMUND M. ARISTONE, JR.
BRUCE HURWITZ
MARC A. SILVERMAN
ROBERT T. SLATOFF
STEVEN W. DEUTSCH
Of Counsel

RE: JILL CONCEPTS, INC.

500002917395--7
-06/28/99--01111--018
*****35.00 *****35.00

Dear Sir/Madam:

Enclosed please find the original Resignation of Officer and Director executed by Janice Ruppenthal. Please file the enclosed resignation of Janice Ruppenthal from the above Corporation and provide proof of filing upon completion.

I am enclosing our firm's check in the amount of \$35.00 representing the filing fee due in this matter.

Thank you for your assistance in this matter.

Sincerely,

FRANK, EFFMAN, WEINBERG & BLACK, P.A.

Steven A. Weinberg
Steven A. Weinberg,
for the Firm

SAW/km

Encls.

cc: Ms. Janice Ruppenthal

3505.000 Div of Corp. ltr

FILED
99 JUN 28 AM 8:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

off receipt

T. LEWIS JUN 30 1999

RESIGNATION OF OFFICER AND DIRECTOR

STATE OF FLORIDA)
) ss
COUNTY OF BROWARD)

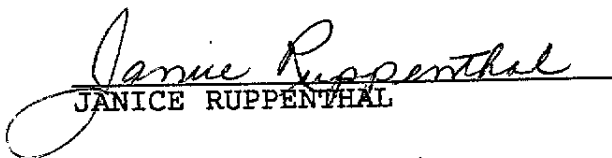
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

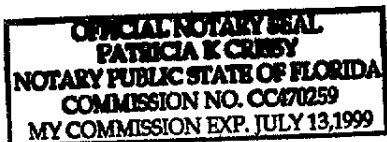
BEFORE ME, the undersigned authority, personally appeared JANICE RUPPENTHAL, who, by me being first duly sworn, says to the best of her knowledge, information and belief, and under penalties of perjury:

1. That she has voluntarily resigned as an Officer and Director of JILL CONCEPTS, INC., a Florida Profit Corporation.
2. That the Corporation has been notified in writing of the voluntary resignation.
3. That Minutes relating to the resignation are available.

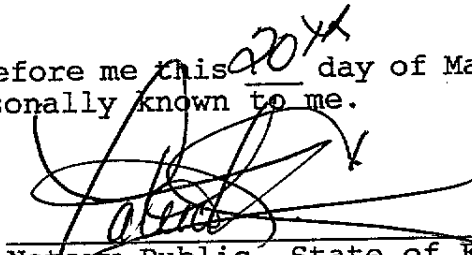
FURTHER AFFIANT SAYETH NAUGHT.



JANICE RUPPENTHAL

Sworn to and subscribed before me this 20th day of May, 1999 by JANICE RUPPENTHAL, who is personally known to me.



My commission expires:


Notary Public, State of Fl.


Name of Notary Public

3505.000 janice.resignation

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8000 PETERS ROAD • PLANTATION, FL 33324