

SHUTTS & BOWEN

ATTORNEYS AND COUNSELLORS AT LAW
(A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS)

K48088

1500 MIAMI CENTER
200 SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131
MIAMI (305) 358-4800
BROWARD (954) 467-8841
FACSIMILE (305) 381-9882

May 16, 1997

Secretary of State
Corporate Division
P.O. Box 6327
Tallahassee, Florida 32314

300002183063--0
-05/19/97--01109--012
*****87.50 *****87.50

Re: **METRA CORP.**
Charter Number: K48088

Dear Sir or Madam:

Enclosed please find a Resignation of Registered Agent form in which we are resigning as registered agent of the above-referenced corporation and a check in the amount of \$87.50 in payment of the filing of same. A copy of this resignation has already been mailed to the last known address of the corporation.

Please acknowledge receipt and filing of this resignation by date stamping and returning the enclosed copy of this letter to the undersigned in the enclosed self-addressed, stamped envelope provided for your convenience.

Should you have any questions regarding this transaction, please call me at 305/379-9115. Thank you for your prompt attention to this request.

Very truly yours,

Luis A. de Armas
JULE ZAMMAS
Legal Assistant

Enclosures
cc w/enc.:

Metra Corp.
Luis A. de Armas, Esq.

MIA95 18645.1 - JBZ

AMSTERDAM OFFICE
EUROPA BOULEVARD 39
1083 AD AMSTERDAM
THE NETHERLANDS
TELEPHONE 011 3120 681 0900
FACSIMILE 011 3120 642 1475

KEY LARGO OFFICE
OCEAN REEF CLUB
31 OCEAN REEF DRIVE
SUITE A206
OCEAN REEF PLAZA
KEY LARGO, FLORIDA 33037
TELEPHONE (305) 367-2681

LONDON OFFICE
40 MOUNT STREET
LONDON W1Y 3RE ENGLAND
TELEPHONE 011 44171 493 4840
FACSIMILE 011 44171 493 4299

ORLANDO OFFICE
20 NORTH ORANGE AVENUE
SUITE 1000
ORLANDO, FLORIDA 32801
TELEPHONE (407) 423 3200
FACSIMILE (407) 425 8316

WEST PALM BEACH OFFICE
ONE CLEARLAKE CENTRE, SUITE 500
250 AUSTRALIAN AVENUE SOUTH
WEST PALM BEACH, FLORIDA 33401
MAILING ADDRESS P. O. BOX 3555
WEST PALM BEACH, FLORIDA 33402-3555
TELEPHONE (561) 835-8500
FACSIMILE (561) 650-8530

RESIGNATION OF REGISTERED AGENT

Pursuant to the provisions of sections 607.0502(2), 617.0502(2), 607.1509, or 617.1509,

Florida Statutes, the undersigned, CORPORATION COMPANY OF MIAMI
(Name of registered agent)

hereby resigns as Registered Agent for METRA CORP.
(Name of corporation)

A copy of this resignation was mailed to the above listed corporation at its last known address.
The agency is terminated and the office discontinued on the 31st day after the date on which
this statement is filed.

CORPORATION COMPANY OF MIAMI

By:

Jill B. Zammas
(Signature of resigning agent) Jill B. Zammas, Asst. Secretary

If signing on behalf of an entity:

Jill B. Zammas

(Typed or Printed Name)

Assistant Secretary

(Capacity)

Fee for filing this document:

\$87.50 - Active corporation

\$35.00 - Administratively dissolved corporation