

LEWIS & KRACOFF, P.A.

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BROWARD (954) 452-9010 FAX (954) 474-1739

ALAN JAY LEWIS - ADMITTED TO
THE FLORIDA BAR AND NEW YORK BAR
ELLEN KRACOFF

K49424

December 30, 1997

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

300002388493--2
-01/02/98--01075--021
*****35.00 *****35.00

Gentlemen:

Enclosed please find for filing the officer/director resignation in connection with Metal Concepts Manufacturing, Inc. Metal Concepts Manufacturing, Inc. is a corporation that was organized on the laws of the State of Florida.

Please acknowledge your receipt for filing of the officer/director resignation by stamping a copy of this letter **"FILED"** and returning same to the undersigned in the self-addressed, stamped return envelope provided for your convenience. Thank you for your cooperation and prompt attention.

Sincerely yours,

Alan Jay Lewis
ALAN JAY LEWIS

AJL/gal

Enclosures

FILED
98 JAN -2 PM 5:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

O/D resig.

VS JAN 8 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
98 JAN -2 PM 5:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

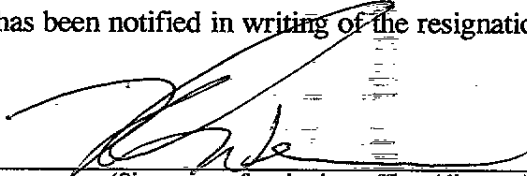
OFFICER / DIRECTOR RESIGNATION

I, Kenneth Werner, hereby resign as President, Vice President, Director
(Title) Secretary, & Treasurer

of Metal Concepts Manufacturing, Inc. as of December 18, 1997,
(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.


(Signature of resigning officer/director)

FILING FEE IS \$35.00