

CT CORPORATION SYSTEM

K79564

1633 Broadway
New York, NY 10019
Tel. 212 246 5070

January 14, 1999

RE: MAYFAIR GROVE RESTAURANTS, INC. (FL. DOM.)
MERIDIAN REAL ESTATE MANAGEMENT GROUP, INC. (IL. DOM.)
E.B. MEYROWITZ, INC. (NY. DOM.)
MIAMI BEACH ENTERTAINMENT SYSTEMS, INC. (FL. DOM.)
C. EXUM MILLER ADVERTISING/MARKETING, INC. (GA. DOM.)

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

700002747487--6
-01/20/99--01037--005
*****35.00 *****35.00

Dear Sir:

We enclose resignation executed in duplicate, by the agent for service of process for each of the above corporations. Also enclosed are 5 checks in the amount of \$35.00 to cover the required filing fee.

Please acknowledge receipt by signing and returning the enclosed copy of this letter. For your convenience, we enclose a stamped self-addressed envelope.

Very truly yours,

C T CORPORATION SYSTEM



Theresa Alfieri
Senior Supervisor

TA:lk
enclosure

FILED
99 JAN 20 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RH
PES
ORC
1/26



Florida Department of State, Jim Smith, Secretary of State

RESIGNATION OF REGISTERED AGENT

FILED
99 JAN 20 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of sections 607.0502(2) or 607.1509, Florida Statutes, the

undersigned, C T CORPORATION SYSTEM hereby resigns as
(name of registered agent)

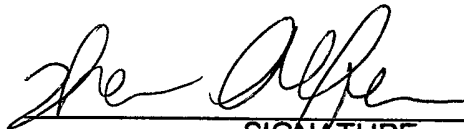
Registered Agent for MAYFAIR GROVE RESTAURANTS, INC.
(name of corporation)

ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA

A copy of this resignation was mailed to the above listed corporation at its last known address.

c/o Baja Beach Company 3175 Commercial Avenue, Suite 222
Northbrook, IL. 60062

The agency is terminated and the office discontinued on the 31st day after the date on which the statement was filed.



SIGNATURE
ASSISTANT SECRETARY

Theresa Alfieri

FEE FOR FILING THIS DOCUMENT:

\$87.50-Active Corporation

\$35.00-Administratively Dissolved Corporation