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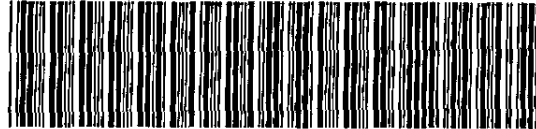
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Florida Department of State,

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, **INTRASTATE REGISTERED AGENT CORPORATION** hereby resigns as Registered Agent for **BAMCO ASSET MANAGEMENT, INC.** 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 of which this statement is filed.

INTRASTATE REGISTERED AGENT
CORPORATION

By: *Frances G. Faigenblat*
Name: Frances G. Faigenblat
Title: Vice President

Date: 8-22-05

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\$87.50 - Active Corporation

\$35.00 - Administratively Dissolved Corporation

Division of Corporations - P.O. Box 6327 - Tallahassee, FL 32314