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CAROL S. WAXLER, ESQ.

Post Office Box 111
Stuart, Florida 34995-0111
(561) 286-4448

FILED
00 FEB 21 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 18, 2000

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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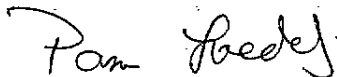
Re: Happy Days Camping World, Inc.

Dear Sir/Madam:

Enclosed please find check number 5936 in the amount of \$35.00 made payable to Florida Department of State representing the cost of filing the enclosed Resignation of Registered Agent for the above referenced administratively dissolved corporation.

If you have any questions regarding this matter, please do not hesitate to contact this office. Thank you for your anticipated assistance in this regard.

Sincerely,



Pam Loedding, Legal Assistant to
CAROL S. WAXLER

/pal
enclosures

RA resig.

V. SHEPARD MAR 6 2000

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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, Carol S. Waxler
(Name of registered agent)

hereby resigns as Registered Agent for Happy Days Camping World, Inc.
(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.



(Signature of resigning agent)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

Fee for filing this document:

\$87.50 - Active corporation

\$35.00 - Administratively dissolved corporation

Make checks payable to Florida Department of State and mail to:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314