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January 8, 1997

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

400002055114--5
-01/13/97--01005--016
*****87.50 *****87.50

Re: NEWAVE TELECOMMUNICATIONS, L.C.

Dear Sir/Madam:

I enclose for filing an original Statement of Resignation of Registered Agent for the above-referenced company together with our check in the amount of \$87.50 for the filing fee. Please date stamp the enclosed copy of the Resignation and return it to me in the self-addressed, stamped envelope provided.

Thank you for your attention to this matter. Please contact the undersigned should you have any questions.

Very truly yours,

MATHEWS RAILEY DeCUBELLIS & GOODWIN, P.A.



Daniel L. DeCubellis

DLD:bkc
Enclosures

APPROVED
AND
FILED
97 JAN 17 8:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ON 12/17/97
1960000000582

**STATEMENT OF RESIGNATION
OF REGISTERED AGENT**

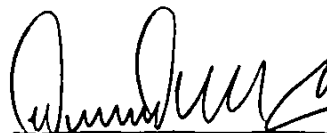
Pursuant to Section 607.0502, the undersigned David Conway, hereby resigns as the registered agent for the Florida limited liability company:

NEWAVE TELECOMMUNICATIONS, L.C.

This Statement of Resignation has been sent to the company at its principal office address of 217 Boston Avenue, Atlamonte Springs, Florida 32701, by First Class, U.S. Mail, postage prepaid.

This Statement of Registration shall not be deemed to be a termination of the registered office of the company.

DATED: December 23, 1996


David Conway
Resigning Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JAN 17 4:18:59

APPROVED
AND
FILED