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LAW OFFICES OF

MICHAEL SCHIFFRIN & ASSOCIATES, P.A.

SUITE 1450 - SUNTRUST INTERNATIONAL CENTRE

ONE SOUTHEAST THIRD AVENUE

MIAMI, FLORIDA 33131

TELEPHONE: (305) 539-0000

TELECOPIER: (305) 539-0013

E-MAIL: schiffraw@aol.com

February 18, 1999

ASSOCIATED OFFICE:

B'KELNEK Y ASOCIADOS, S.C.

Rio Danubio No. 69 - 5º PISO

COLONIA CUAUHTEMOC, C.P. 06500

MEXICO, D.F. (MEXICO CITY)

TELEPHONE: 011-525-511-11-65

TELECOPIER: 011-525-533-50-74

Secretary of State

Division of Corporations

P. O. Box 6327

Tallahassee, Florida 32314

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-02/24/99-01107-016

*****35.00 *****35.00

Re: Escudo Habanero, L.C.
Ref. No. L96000001259

Dear Sir/Madam:

Enclosed please find a Resignation of Registered Agent of Escudo Habanero, L.C. duly signed and notarized, along with our check in the amount of \$35.00 representing your fee for change of registered agent. I would appreciate your changing your records to reflect the new registered agent as:

Mr. Elfre MacKenzie
12344 Southwest 143rd Lane
Miami, Florida 33186

Of course, if you should have any questions or need anything further, please advise immediately.

Very truly yours,

MICHAEL SCHIFFRIN & ASSOCIATES, P.A.

MICHAEL SCHIFFRIN, ESQ.

MS/ine
Encl.

FILED
99 FEB 24 PM 3:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NA Resign
TLL MAR 2 1999

RESIGNATION OF REGISTERED AGENT

OF

ESCUDO HABANERO, L.C.

AFFIDAVIT

STATE OF FLORIDA)
 : SS.
COUNTY OF DADE)

FILED
99 FEB 24 PM 3:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned authority duly authorized to take oath in the State and County herein, personally appeared **MICHAEL SCHIFFRIN, ESQUIRE**, to me personally known or who has provided the following vehicle for identification:

N/A

and who after first being sworn, states that to the best of his knowledge and belief, and under penalties of perjury, that:

1. He hereby resigns as the registered agent of the Florida limited company known as **Escudo Habanero, L.C.** (hereinafter referred to as the "Corporation").
2. The Corporation, through its organizers, **Jose Jimenez Gomez Loza** and **Elfre McKenzie**, has been notified in writing of this resignation, and a true and correct copy of said notification is attached hereto and made a part hereof as **Exhibit "A"**.
3. Corporate minutes relating to this resignation are unavailable.

FURTHER AFFIANT SAYETH NAUGHT.

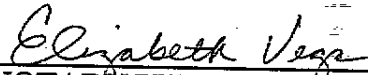

MICHAEL SCHIFFRIN, ESQUIRE, Affiant

1999.

SWORN TO AND SUBSCRIBED before me this 22 day of February



Elizabeth Vega
My Commission CC738899
Expires May 3, 2002


NOTARY PUBLIC - STATE OF FLORIDA