

L98000002195

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2005 SEP -9 P 12:05

FILED

MEZZANINE FINANCE FUND, LLC
10 SE CENTRAL PARKWAY, SUITE 225
STUART, FLORIDA 34994
(772) 283-4490

June 30, 2005

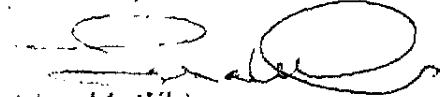
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Mezzanine Finance Fund, LLC
Document No. L98000002195
Managing Member Resignation Letter

To Whom It May Concern:

I, Lisa Whitmer, hereby resign as Manager of *Mezzanine Finance Fund, LLC*, a limited liability corporation organized under the laws of the State of Florida, and affirm that the corporation has been notified in writing of the resignation.

Sincerely,



Lisa M. Whitmer

(this letter was sent previously; when I telephoned the Secretary of State to inquire if received, the representative I spoke with (Diane) informed me that our check in the amount of \$25 was received, but no correspondence was recorded in Sec of State records. She directed me to resend letter of resignation. Please use the \$25 already received to process request)

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TALLAHASSEE, FLORIDA