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West Palm Beach

October 30, 1997

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

Re: Resignation as Registered Agent for The Carter Group, Inc.

Dear Sir or Madam:

Enclosed please find (i) an original Statement of Resignation as Registered Agent for The Carter Group, Inc. ("Statement"), (ii) a copy of the Statement, and (iii) a check in the amount of \$35.00 in payment of the fee for filing the Statement. Please file the Statement and return a stamped copy to me.

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-11/03/97--01073--004
*****35.00 *****35.00

Sincerely,

HOLLAND & KNIGHT LLP

Brenda L. Jackson

Brenda L. Jackson
Secretary to Donald W. Wallis

Enclosures

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Joe
11/4

R.A. Resign

THE CARTER GROUP, INC.

STATEMENT OF RESIGNATION OF REGISTERED AGENT

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.0502, Florida Statutes, the undersigned registered agent for The Carter Group, Inc., a Florida corporation, hereby resigns said position and certifies that:

1. The registered office is to be discontinued as a result of this resignation;
2. A copy hereof has been furnished to the above corporation at its principal office address;
3. The corporation has been advised of its obligation to maintain a registered agent in compliance with Florida law and has been provided instructions relating thereto; and
4. The appropriate filing fee of \$35.00 has been furnished to the State of Florida along with this statement.

In accordance with the above-referenced Statute, the undersigned will be relieved of duty as registered agent on the 31st day after the filing of this statement with the State of Florida.

DATED this 30th day of October, 1997.



John J. Mikals