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RONALD M. BARRON
(1945-1994)
OF COUNSEL
RICHARD MORTON

VIA FEDERAL EXPRESS

June 3, 1998

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

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-06/04/98--01071--004
*****35.00 *****35.00

Re: Resignation of Robert Seiden
F.M.S. Industries, Inc.
Our File No. 19062001

Dear Sir or Miss:

Pursuant to Florida Statute, Robert Seiden hereby resigns as Resident Agent of the above-referenced Florida corporation. Enclosed please find Mr. Seiden's duly executed Resignation of Registered Agent, together with our firm's check in the sum of \$87.50. Also enclosed is Robert Seiden's Officer/Director Resignation for such position with F.M.S. Industries, Inc., together our firm check in the sum of \$35.00.

Please process both resignations to be effective in accordance with Florida Statutes and provide this office with evidence of same. We have forwarded copies of the resignations to F.M.S. Industries, Inc. at the address as shown on its most recent annual report.

Should you have any question regarding this matter, please do not hesitate to contact the undersigned.

Very truly yours,

KATZ, BARRON, SQUITERO, FAUST
& BERMAN, P.A.

Sue Zimmerman
Sue Zimmerman, Paralegal

/sjz
enclosures
cc: Anthony H. Pelle, Esq.
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

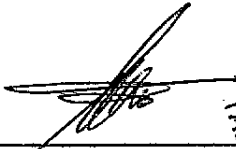
JUN 10 1998

OFFICER/DIRECTOR RESIGNATION

I, ROBERT SEIDEN, hereby resign as Director and an Officer of F.M.S. INDUSTRIES, INC., a corporation organized under the laws of the State of Florida.

That the corporation has been notified in writing of the resignation.

DATED May 28, 1998.



ROBERT SEIDEN

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA