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August 17, 2006

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Division of Corporations

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PRINCETON, NJ 08542

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Prepared by: Virginia P. Sherlock, Esq. \*Littman, Sherlock & Heims, P.A. P.O. Box 1197 Stuart, Florida 34995 (772) 287-0200

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## RESIGNATION

I, JEFFREY H. SANDS, hereby tender my resignation as Director and from all positions as an Officer of DARWIN PLAZA ASSOCIATION, INC., a Florida corporation, effective immediately.

DATED this 14th day of Nuguet, 2006.

JEFFREN H. SANDS