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N40272

February 9, 1999

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

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-02/12/99--01074--005
*****87.50 *****43.75

Re: Resignation of Registered Agent

Dear Sir or Madam:

Please file the enclosed Resignation of Registered Agent for Venice Golf and Country Club #1, Inc. at your earliest possible opportunity. Our firm check in the amount of \$87.50 is also enclosed to cover all costs.

Once the Resignation has been filed, please return a letter of confirmation to me in the enclosed self-addressed, stamped envelope.

Thank you for your assistance in this matter.

Very truly yours,

LIVINGSTON, PATTERSON,
STRICKLAND & WEINER, P.A.

April A. Haley
April A. Haley
Corporate Legal Assistant

aah

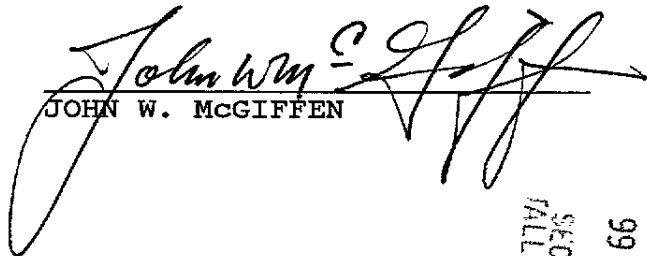
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
69-21-6
John
NO

RESIGNATION OF REGISTERED AGENT

The undersigned, JOHN W. MCGIFFEN, 109 Overlea Way, Venice, Florida 34292, who is the registered agent for VENICE GOLF AND COUNTRY CLUB #1, INC., hereby gives written notice of his resignation pursuant to Section, 607.0502(2), Florida Statutes.

A copy of this Resignation has been sent, by regular mail, to VENICE GOLF AND COUNTRY CLUB #1, INC. at its last known address of the principal office of 250 Venice Golf & Country Club, Venice, Florida 34292, this 29th day of January, 1999.

Dated: January 29, 1999


JOHN W. MCGIFFEN

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED