

LAWRENCE A. FISCHER, C.P.A., P.A.

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N99000007068

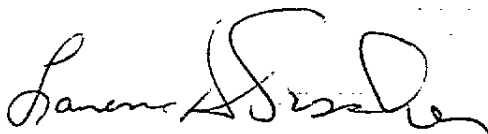
May 15, 2001

To the Board of Directors of
Out of the Closet Thrift Stores Inc.
10500 Ulmerton Rd Unit #726-149
Largo FL 33771-3544

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****122.50 *****87.50

Accept my resignation affective immediately as Treasurer and Member of the Board of Directors of Out of the Closet Thrift Stores Inc. and also, the Registered Agent.

Respectfully,



Lawrence A. Fischer

Cc : Sec. Of State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 1, 2001

LAWRENCE A. FISCHER, C.P.A., P.A.
P. O. BOX 20607
ST. PETERSBURG, FL 33742-0607

SUBJECT: OUT OF THE CLOSET THRIFT STORES INC.
Ref. Number: N99000007068

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

To file a resignation as an officer or director with this office, the enclosed form should be completed and returned with a filing fee of \$35 per person resigning.

To resign as registered agent for an active corporation, the enclosed resignation form should be completed and returned with a filing fee of \$87.50.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 001A00033273

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RESIGNATION OF REGISTERED AGENT

Pursuant to the provisions of sections 607.0502(2), 617.0502(2), 607.1509, or 617.1509,

Florida Statutes, the undersigned, Lawrence A. Fischer
(Name of registered agent)

hereby resigns as Registered Agent for Out of The Closet Thrift Stores, Inc.
(Name of corporation)

A copy of this resignation was mailed to the above listed corporation at its last known address.

The agency is terminated and the office discontinued on the 31st day after the date on which this statement is filed.

Lawrence A. Fischer
(Signature of resigning agent)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Fee for filing this document:

\$87.50 - Active corporation

\$35.00 - Administratively dissolved corporation

Make checks payable to Florida Department of State and mail to:

Division of Corporations

P.O. Box 6327

Tallahassee, FL 32314