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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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DELILAH'S ANTIQUES & COLLECTIBLES, INC.

301 East First Street
Sanford, FL 32771
Tel. 407-330-2272

February 11, 2002

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-04/26/02--01056--005

*****35.00 *****35.00

State of Florida
Division of Corporations
Tallahassee, FL

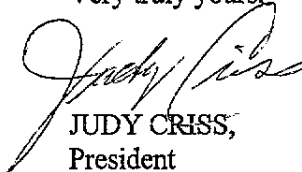
Enclosed find the following:

1. Affidavit of Resignation of Officer and/or Director.
2. Corporate Resolution of Delilah's Antiques and Collectibles, Inc.
3. Certificate of Designation of Registered Agent

I enclose our check in the sum of \$35.00 as the cost of filing these documents, however, if there is additional charges, please advise.

Thank you for your attention to this matter.

Very truly yours,


JUDY CRISS,
President

o/p resig.

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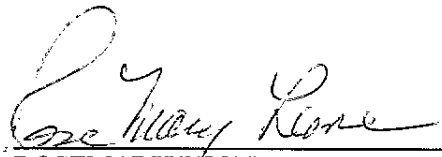
Affidavit of Resignation of Officer and/or Director

STATE OF FLORIDA
COUNTY OF SEMINOLE

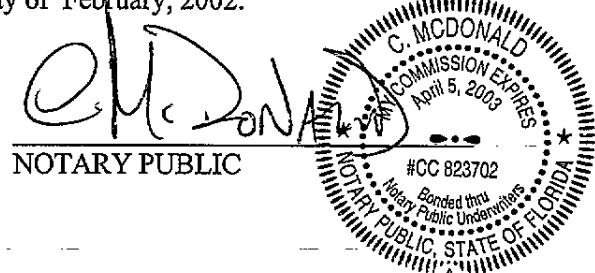
I, ROSEMARY LEONE, after being duly sworn, state that to the best of my knowledge, information and belief, and under the penalties of perjury, the following is true and correct:

I, ROSEMARY LEONE, hereby resign as Co-Chairman, President, Secretary, Treasurer and Director of Delilah's Antiques and Collectibles, Inc..

That the corporation has been duly notified.


ROSEMARY LEONE

Sworn to and subscribed before me, this 8th day of February, 2002.



My Commission Expires: 04.05.03