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BERNKOPF, GOODMAN & BASEMAN LLP

COUNSELLORS AT LAW
125 SUMMER STREET
BOSTON, MASSACHUSETTS 02110-1621
TELEPHONE (617) 790-3000
TELECOPIER (617) 790-3300

March 6, 2002

Michelle J. Leveille
DIRECT DIAL: (617) 790-3492
e-mail: mleveille@bgblaw.com

VIA FEDEX

Florida Secretary of State
Corporations Division
409 East Gaines Street
Tallahassee, FL 32399

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-03/07/02--01074--003
*****70.00 *****35.00

RE: HRP Manager Corp. (the "Corporation")

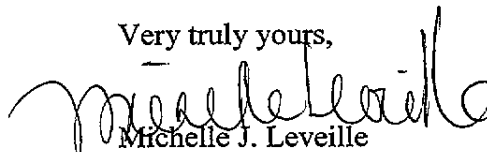
Dear Sir/Madam:

Please file the enclosed Officer/Director Resignation of Ellen Burke and Articles of Amendment to Articles of Incorporation for the Corporation. Enclosed please find my check in the amount of \$70.00, representing the payment of filing fees for same. Once filed, please time and date stamp the enclosed copies of the documents and return the same to my attention in the self addressed stamped envelope.

If you have any questions, please do not hesitate to contact me.

Thank you.

Very truly yours,


Michelle J. Leveille
Paralegal

/mjl

Enclosures

cc: Maria Rota, Esq., Fine Hotels Corp. [w/o ENCS.]
Ellen Burke [w/o ENCS.]
Lydia G. Chesnick, Esq. [w/o ENCS.]

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FILED
MAR-7 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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2002

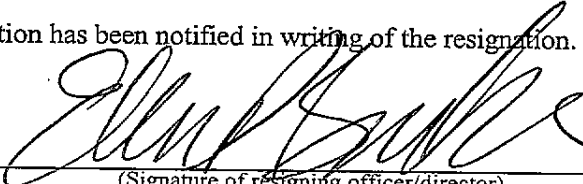
OFFICER / DIRECTOR RESIGNATION

I, Ellen Burke, hereby resign as Director
(Title)

of HRP Manager Corp.
(Name of Corporation)

a corporation organized under the laws of the State of Florida

and affirm that the corporation has been notified in writing of the resignation.


(Signature of resigning officer/director)

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02 MAR -7 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILING FEE IS \$35.00

**Make checks payable to Florida Department of State and mail to:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314**