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March 16, 2001

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

Division of Corporations
P.O.Box 6327
Tallahassee, FL 32314
Attn: Amendment Section

RE: MR. SANDMAN MOTEL, INC.

Enclosed please find Resignation and Meeting of the Officers and Shareholders which will change the officer and director of the corporation as well as our check in the amount of \$35.00 to cover the filing fee.

Please send an acknowledgment that this has change has been made on your corporate records.

Should you need additional information please contact this office.

Yours very truly,

Lawrence W. Burns

Lawrence W. Burns

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enclosures per above

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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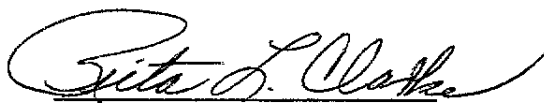
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RESIGNATION

Comes now RITA L. CLARKE and tenders this, her resignation, as an officer and director of MR. SANDMAN MOTEL, INC. a Florida corporation, effective this 1st day of February, 2001.

A handwritten signature in cursive script, reading "Rita L. Clarke". The signature is written in dark ink and is positioned above the printed name.

Rita L. Clarke