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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Phoenix Realty Inc.  
821 NW 13<sup>th</sup> Street Suite E  
Gainesville, FL 32601  
(352) 371-4663

December 5, 2001

Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

To whom it may concern,

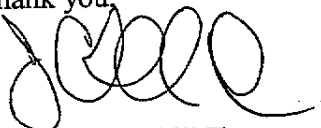
I, Tillis J. Churchill II, hereby officially resign as Vice President of Phoenix Realty Inc. The President will remain as Rodney Blake III.

If you have any questions please feel free to call me on my mobile; (352) 284-7054, or at the office; (352) 371-4663.

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Thank you,



Tillis J. Churchill II

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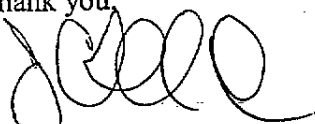
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Tillis J. Churchill II