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JAMES J. DORL, P.A.

ATTORNEY AT LAW

First Professional Centre, Suite 12

5701 Overseas Highway

Post Office Box 500177

Marathon, Florida 33050

JAMES J. DORL, Esq.
E-MAIL: jjdort@yahoo.com

TELEPHONE (305) 743-6565
FAX (305) 743-4143

January 8, 2013

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

**RE: Grassy Key Café Corp.
Document No. P10000071492**

Gentlemen:

Enclosed for filing please find the Resignation of William E. Warehime as Vice President of the above-referenced corporation, together with our check in the amount of \$35.00 in payment of the filing fee.

I understand that this corporation has been administratively dissolved due to its failure to file the required Annual Report with your office, and this filing is, in no way, intended to reinstate the corporation; it is being done to protect Mr. Warehime, who was not aware that he had been made an officer of this entity.

Thank you for your prompt attention to this matter.

Very truly yours,

JAMES J. DORL, P.A.

By: _____

James J. Dorl

/dmh
Encs.

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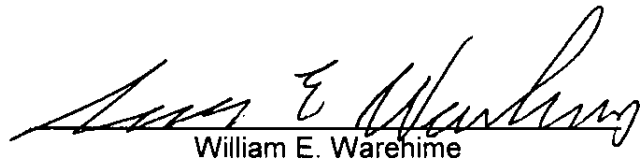
RESIGNATION AS CORPORATE OFFICER

To: The Board of Directors of
Grassy Key Café Corp.
58152 Overseas Highway
Marathon, Florida 33050

AND All Whom it May Concern

PLEASE TAKE NOTICE that the undersigned, **William E. Warehime**, hereby tenders his resignation as Vice-President of Grassy Key Café Corp, a Florida Corporation, currently administratively dissolved for failure to file its Annual Report for 2011 and subsequent years, this resignation to take effect immediately.

DATED this 7 day of January, 2013.


William E. Warehime