

CT CORPORATION SYSTEM

P10969

111 Eighth Avenue
New York, NY 10011

November 5, 1999

RE: R & M ASSOCIATES OF FLORIDA, INC. (FL.DOM.)
RADICON, INC. (IN. DOM.)
RAINBOW AUTOMOTIVE CORPORATION (DE.DOM.)
RAINBOW DODGE, INC. (DE. DOM.)

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Fl. 32399

000003043200--9
-11/12/99--01108--007
*****35.00 *****35.00

Dear Sir:

We enclose resignation executed in duplicate, by the agent for service of process for each of the above corporations. Also enclosed are 4 checks in the amount of \$35.00 each to cover the required filing fee.

Please acknowledge receipt by signing and returning the enclosed copy of this letter. For your convenience, we enclose a stamped self-addressed envelope.

Very truly yours,

CT CORPORATION SYSTEM

Theresa Alfieri
Senior Supervisor

TA: lk
enclosure

FILED
99 NOV 12 AM 8:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PA Resignation

T BROWN NOV 18 1999



Florida Department of State, Jim Smith, Secretary of State

FILED
99 NOV 12 AM 8:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RESIGNATION OF REGISTERED AGENT

Pursuant to the provisions of sections 607.0502(2) or 607.1509, Florida Statutes, the

undersigned, C T CORPORATION SYSTEM hereby resigns as
(name of registered agent)

Registered Agent for RAINBOW DODGE, INC.
(name of corporation)

DELAWARE

ORGANIZED UNDER THE LAWS OF THE STATE OF _____

A copy of this resignation was mailed to the above listed corporation at its last known address.

c/o The Power Engineering Group
1525 N.W. 167, Suite 145
Miami, Fl. 33169

Att: George Scopetta, Vice President

The agency is terminated and the office discontinued on the 31st day after the date on which the statement was filed.


SIGNATURE
ASSISTANT SECRETARY

FEE FOR FILING THIS DOCUMENT:

\$87.50-Active Corporation

\$35.00-Administratively Dissolved Corporation