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July 8, 1998

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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

Re: Officer/Director Resignation

To Whom It May Concern:

Enclosed are two Officer/Director Resignations for David R. Rulien and Clifford F. Duke. As you can see, Mr. Rulien and Mr. Duke have resigned their Officer and Director positions with American Cellular Rental, Inc.

Also enclosed is the \$35.00 filing fee for each resignation. If you have any questions, please contact the undersigned.

Very truly yours,



Todd S. Payne
For the Firm

TSP:nd
Enclosure(s)

FILED
98 JUL 10 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Florida Department of State, Sandra B. Mortham, Secretary of State

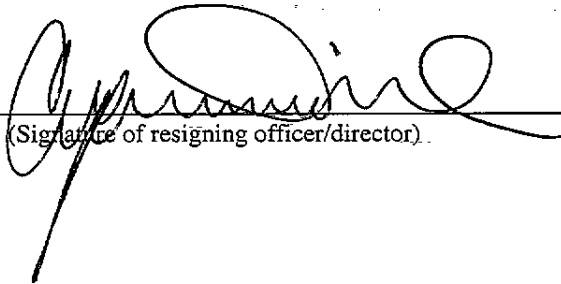
OFFICER/DIRECTOR RESIGNATION

I, **CLIFFORD F. DUKE**, hereby resign as **Vice-President and Treasurer**
(Title)

of **American Cellular Rental, Inc.**
(Name of Corporation)

a corporation organized under the laws of the State of Florida.

Furthermore, the above referenced corporation has been notified in writing of the resignation.


(Signature of resigning officer/director)

FILING FEE IS \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

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