BRINKLEY, McNERNEY, MORGAN, SOLOMON & TATUM, LLP

ATTORNEYS AT LAW
SUITE 1800
NEW RIVER CENTER
200 EAST LAS OLAS BOULEVARD
FORT LAUDERDALE, FLORIDA 33301-2240

W. MICHAEL BRINKLEY
KENNETH C. KEECHL
DONALD J. LUNNY, JR.
MICHAEL J. McNERNEY +
PHILIP J. MORGAN *
HARRIS K. SOLOMON
ROBERTA G. STANLEY ++
THOMAS R. TATUM
STEPHEN L. ZIEGLER

THOMAS J. ANSBRO
DAVID F. HANLEY
KENNETH J. JOYCE
CHRISTOPHER M. TRAPANI
JOHN A. WALKER
SEAN L. WILSON

+ BOARD CERTIFIED BUSINESS LITIGATION LAWYER
* BOARD CERTIFIED REAL ESTATE LAWYER
++ BOARD CERTIFIED MARITAL AND FAMILY LAWYER

TELEPHONE (954) 522-2200
FACSIMILE (954) 522-9123

MAILING ADDRESS:
POST OFFICE BOX 522
FORT LAUDERDALE, FLORIDA 33302-0522

JOHN R. TATUM
(1926-1995)

AMY R. REECK
(OF COUNSEL)

June 9, 1997

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

```
600002209966--1
-06/12/97--01026--004
*****87.50   *****87.50
```

Re: Statement of Resignation of Registered Agent

Dear Sir/Madam:

Enclosed please find the executed Statement of Resignation by Registered Agent Monica Heymann for the corporation known as Rain Maker Advertising and Communications, Inc., together with our check in the amount of $87.50 for your respective fee for same.

Please send us back notification of the date said resignation is effective in the enclosed stamped, self-addressed envelope.

Thanking you in advance for your prompt handling of this matter.

Very truly yours,

Christopher M. Trapani

CMT/gmb
Enclosures
cc: Miss Monica Heymann (w/o encls.)
F:\WPFILES\GAIL\HEYMANN\RAINMAKER-SECTY.STA

STATEMENT OF RESIGNATION BY REGISTERED AGENT

I, MONICA HEYMANN, hereby resign my position as Registered Agent for the entity known as Rain Maker Advertising and Communications, Inc , effective immediately as of the date and time shown hereon. A copy of this Statement of Resignation has been mailed to the Corporation at 11098 Biscayne Blvd., #206, Miami, FL 33161, its principal office address shown on its most recent Annual Report.

By: _____
MONICA HEYMANN

Date Signed: __6·4·97__
Time Signed: __10 am__

F \WPFILES\OAIL\HEYMANN\RAINMAKR\RESIGNAT
June 3, 1997

97 JUN 13 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED