

GERGER, KASDIN, HELLER, KUPERSTEIN,
CHAMES & WEIL, P.A.
ATTORNEYS AT LAW

P94000019426

MIAMI OFFICE
1428 BRICKELL AVENUE
6TH FLOOR
MIAMI, FLORIDA 33131
DADE (305) 372-5000
FACSIMILE (305) 372-0052

BROWARD OFFICE
3109 STIRLING ROAD, SUITE 101
FT. LAUDERDALE, FLORIDA 33312
(954) 985-9490
FACSIMILE (954) 989-8068

PLEASE REPLY TO MIAMI

April 2, 1998

Via Federal Express
Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: R&F Holdings, Inc.
R&F Holdings II, Inc.
R&F Holdings III, Inc.
R&F Holdings IV, Inc.

500002478365-1
-04/03/98-01075-011
****140.00 *****35.00

Ladies and Gentlemen:

Enclosed for filing with your office please find Resignation of Registered Agent for each of the above-referenced administratively dissolved corporations. Also, enclosed is our firm's check no. 4036 in the amount of \$140.00 in payment of your fee.

If you have any questions regarding this matter please contact the undersigned.

Sincerely,

Marci
Marci Shaffer
Paralegal

cc: R&F Holdings, Inc.
R&F Holdings II, Inc.
R&F Holdings IV, Inc.
15801 S. Dixie Hwy., Suite A
Miami, FL 33157

R&F Holdings III, Inc.
8917 S.W. 150th Ct., Circle N
Miami, FL 33196

FILED
98 APR -3 PM 1:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RR Res

APR 6 1998

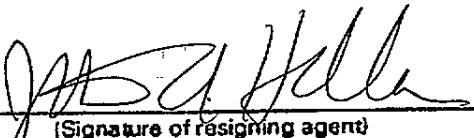
RESIGNATION OF REGISTERED AGENT

Pursuant to the provisions of sections 607.0502(2), 617.0502(2), 607.1509, or 617.1509,

Florida Statutes, the undersigned, Jonathan A. Heller
(Name of registered agent)

hereby resigns as Registered Agent for R+F Holdings, Inc.
(Name of corporation)

A copy of this resignation was mailed to the above listed corporation at its last known address.
The agency is terminated and the office discontinued on the 31st day after the date on which
this statement is filed.


(Signature of resigning agent)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Fee for filing this document:
\$87.50 - Active corporation
\$35.00 - Administratively dissolved corporation

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