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August 6, 1997

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
P. O. Box 6327
Tallahassee, Florida 32301

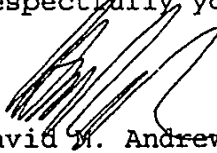
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-08/08/97--01118--002
*****35.00 *****35.00

Re: ROCKING K, INC.

Dear Sirs:

I enclose herein a resignation of an officer and director of ROCKING K, INC., a Florida corporation and the appropriate filing fee. Would you please record this in your records.

Respectfully yours,



David M. Andrews

DMA:dds
Enclosures

FILED
97 AUG -8 PM 12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

off Res
LFS
8-18-97

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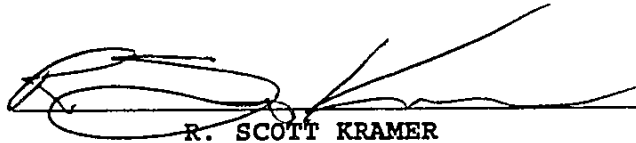
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OFFICER/DIRECTOR RESIGNATION

I, R. SCOTT KRAMER, hereby resigns as an officer and
director of ROCKING K, INC., a corporation organized under the
laws of the State of Florida. The corporation has been notified
in writing of the resignation.

Dated this 7th day of June, 1997.



R. SCOTT KRAMER