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HOFFMAN, LARIN AND AGNETTI, P.A.

HOFFMAN & LARIN\*

\* TRADENAME OF HOFFMAN, LARIN AND AGNETTI, P.A.

NORTH MIAMI BEACH OFFICE  
909 NORTH MIAMI BEACH BOULEVARD  
SUITE 201  
MIAMI, FLORIDA 33162-3712

(305) 853-5555  
TELEFAX (305) 940-0090

PLEASE REPLY TO:  
North Miami Beach Office

August 29, 1997

JOHN B. AGNETTI  
SCOTT R. BUGAY  
ALSO MEMBER ILLINOIS BAR  
MARTIN L. HOFFMAN  
ALSO MEMBER NEW YORK BAR  
DAVID A. KARAS  
CHRISTOPHER F. LANZA  
ALSO MEMBER MASSACHUSETTS BAR  
RICHARD L. LARIN  
OF COUNSEL  
HAROLD M. HOFFMAN  
MEMBER NEW YORK &  
NEW JERSEY BAR ONLY  
RUBEN N. GOTLIEB

FORT LAUDERDALE OFFICE

THE SPECTRUM BUILDING  
1500 N.W. 40th STREET  
SUITE 500  
FORT LAUDERDALE  
FLORIDA 33309-3779  
(954) 784-2388

NEW YORK OFFICE

645 MADISON AVENUE  
NEW YORK  
NEW YORK 10022-1010  
(212) 486-6322

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

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-09/02/97--01104--012  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Richard Cogswell & Associates, Inc.  
Resignation as Vice President/Director

Dear Sir/Madam:

Enclosed please find the undersigned's resignation as Vice President/Director of the above named Florida corporation, effective immediately. Also enclosed is your processing fee in the amount of \$35.00.

The reason for the undersigned's resignation is due to scrivener's error.

Very truly yours,

HOFFMAN, LARIN & AGNETTI, P.A.

BY:

John B. Agnetti, Esquire  
For the firm

JBA:jw/7147  
Enclosures  
cc: Richard Cogswell, President  
Richard Cogswell & Associates, Inc.  
1754 West New Lenox Lane  
Dunnellon, FL 34431

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97 SEP -2 AM 8:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

off Res  
NFT 9-7-97

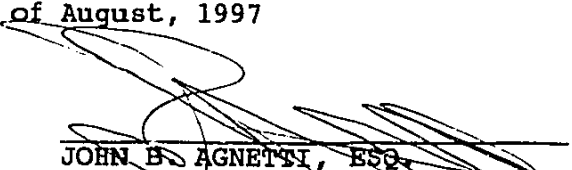
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RESIGNATION OF OFFICER/DIRECTOR

The undersigned, JOHN B. AGNETTI, hereby resigns as Vice President/Director of RICHARD COGSWELL & ASSOCIATES, INC., a Florida corporation.

A copy of this resignation was mailed to the above-listed corporation at its principal address of 1754 West New Lenox Lane, Dunnellon, Florida 34431.

DATED: This 29th day of August, 1997



JOHN B. AGNETTI, ESQ.  
Hoffman, Larin & Agnetti, P.A.  
909 N. Miami Beach Blvd. #201  
North Miami Beach, FL 33162  
(305) 653-5555