

SHUTTS & BOWEN LLP

ATTORNEYS AND COUNSELLORS AT LAW
(A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS)

P94000091642

1500 MOUNT CENTER
20 SOUTH BAY BOULEVARD
MIAMI, FLORIDA 33131
TEL (305) 467-8300
BROWARD (954) 467-8841
FACSIMILE (305) 381-9982

January 14, 1998

Secretary of State
Corporate Division
P.O. Box 6327
Tallahassee, Florida 32314

Re: **3806 HOLDINGS, INC.**
Charter Number: P94000091642

400002403064--1
01/16/98 01067-092
*****87.50 *****87.50

Dear Sir or Madam:

Enclosed please find a Resignation of Registered Agent form in which Corporation Company of Miami is resigning as registered agent of the above-referenced corporation and a check in the amount of \$87.50 in payment of the filing of same. A copy of this resignation is being mailed to the last known address of the corporation this date.

Please acknowledge receipt and filing of this resignation by date stamping and returning the enclosed copy of this letter to the undersigned in the enclosed self-addressed, stamped envelope provided for your convenience.

Should you have any questions regarding this transaction, please call me at 305/379-9115. Thank you for your prompt attention to this request.

Very truly yours,

Jill Zammass
JILL ZAMMAS
Legal Assistant

Enclosures
cc w/enc.: **Harold E. Patricoff, Esq.**
3806 Holdings, Inc.

MIA95 18645.1 - JBZ

98 JUN 16 PM 2:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

1-16-98
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AMSTERDAM OFFICE
EUROPA BOULEVARD 59
1083 AD AMSTERDAM,
THE NETHERLANDS
TELEPHONE 011-3120-661-0969
FACSIMILE 011-3120-642-1475

LONDON OFFICE
48 MOUNT STREET
LONDON W1Y 5RL ENGLAND
TELEPHONE 011 44171-493-4840
FACSIMILE 011-44171-493-4299

ORLANDO OFFICE
20 NORTH ORANGE AVENUE
SUITE 1000
ORLANDO, FLORIDA 32801
TELEPHONE (407) 423-3200
FACSIMILE (407) 425-8316

WEST PALM BEACH OFFICE
ONE CLEARLAKE CENTRE, SUITE 500
250 AUSTRALIAN AVENUE SOUTH
WEST PALM BEACH, FLORIDA 33401
MAILING ADDRESS P. O. BOX 3555
WEST PALM BEACH, FLORIDA 33402-3555
TELEPHONE (561) 835-8500
FACSIMILE (561) 650-8530

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, Corporation Company of Miami (Name of registered agent)

hereby resigns as Registered Agent for 3806 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.

Corporation Company of Miami
By: [Signature] (Signature of resigning agent)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JAN 16 PM 2:13

APPROVED AND FILED

If signing on behalf of an entity:

Jill B. Zammas (Typed or Printed Name)

Assistant Secretary (Capacity)

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