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November 10, 1997

Ms. Sandra B. Mortham
Secretary of State
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Dear Ms. Mortham:

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-11/14/97--01056--012
*****70.00 *****35.00

Please find enclosed an original and one (1) copy of the Officer/Director Resignation form executed by David Smith for Hilton Advertising, Inc. and Hilton Graphics, Inc. along with his check made payable to your order in the amount of \$70.00. Please forward a "filed" stamped copy of each form to me in the self-addressed envelope provided.

Yours truly,

Melissa E. Johnson
MELISSA E. JOHNSON

MEJ:nbb

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

OFFICER / DIRECTOR RESIGNATION

I, DAVID E. SMITH, hereby resign as President and Director
(Title)

of HILTON ADVERTISING, INC.
(Name of Corporation)

a corporation organized under the laws of the State of Florida

and affirm that the corporation has been notified in writing of the resignation.

DAVID E. SMITH

(Signature of resigning officer/director)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED

FILING FEE IS \$35.00