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WRITER'S DIRECT LINE

P95000023246

August 6, 1997

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-08/08/97--01095--010
*****87.50 *****87.50

Re: Statement of Resignation as Registered Agent

Dear Sir/Madam:

Enclosed for filing with the Department of State is a Statement of Resignation as Registered Agent of 21st Century Healthcare Fund, Inc. Also enclosed is our filing fee in the amount of \$87.50. Appropriate notification has been forwarded to the corporation regarding this withdrawal.

If you have any questions or concerns with respect to the enclosed, please feel free to give me a call.

Sincerely,

Kathleen Monday

Kathleen A. Monday
Paralegal

Enclosures

OK
RA 2
8975000023246
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
897 AUG 8 AM 9:15
APPROVED
AND
FILED

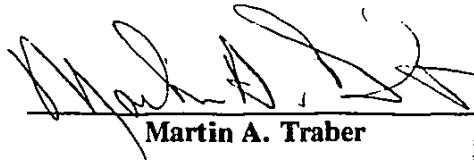
ESTABLISHED 1842

STATEMENT OF RESIGNATION
AS REGISTERED AGENT

THE UNDERSIGNED, **Martin A. Traber**, whose address is 100 North Tampa Street, Suite 2700, Tampa, Florida 33602, hereby tenders his resignation as the Registered Agent of 21st Century Healthcare Fund, Inc., whose principal place of business is recorded as 6505 Rockside Road, Suite 400, Independence, Ohio 44131. I understand that, per Florida Statute, this agency will be terminated as of the 31st day after the date on which this Statement of Resignation is filed, and unless otherwise provided in this Statement, termination of the agency acts as a termination of the registered office as well.

Please be advised that a copy of this Statement of Resignation has been mailed to the corporation at the above-referenced address and to Jugal K. Taneja, 5770 Roosevelt Boulevard, Suite 700, Clearwater, Florida 34620.

Dated this 4th day of August, 1997.



Martin A. Traber

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 AUG -8 AM 9:18

APPROVED
AND
FILED