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Florida Department of State,

**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, **INTRASTATE REGISTERED AGENT CORPORATION** hereby resigns as Registered Agent for **ASSOCIATED CAPITAL EQUITIES CORP. II**. 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 of which this statement is filed.

INTRASTATE REGISTERED AGENT  
CORPORATION

By: Frances G. Faigenblat  
Name: Frances G. Faigenblat  
Title: Vice President

Date: 8-22-05

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FEE FOR FILING THIS DOCUMENT:

**\$87.50 - Active Corporation**

**\$35.00 - Administratively Dissolved Corporation**

**Division of Corporations - P.O. Box 6327 - Tallahassee, FL 32314**