LAW OFFICES

MARTIN R. MALLINGER, P.A.

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MARTIN R. MALLINGER

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December 13, 1999

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FILED

State of Florida, Secretary of State
Division of Corporations
Dissolution Filings Section
P.O. Box 6327
Tallahassee FL 32314

RE: RAINBOW PROPERTY MANAGEMENT, INC.

Dear Sir or Madam:

Enclosed please find original, executed Articles of Dissolution and Resignation of Registered Agent for the above-referenced Florida corporation, along with our check in the amount of $78.75, representing the dissolution filing fee of $35.00, $8.75 for a certified copy thereof and the resignation filing fee of $35.00 *Please file the Articles of Dissolution first, followed by the Resignation of Registered Agent.* Please forward a certified copy of the Articles of Dissolution at your earliest convenience in the envelope provided.

Thank you for your anticipated attention to the foregoing. Please feel free to contact Mr. Mallinger or the undersigned should you have any questions.

Very truly yours,

MARTIN R. MALLINGER, P.A.

Lorraine Marie Pollachek
Secretary to Martin R. Mallinger

/lmp
Encl.
(RAINBOW/318.700/SECYST02)
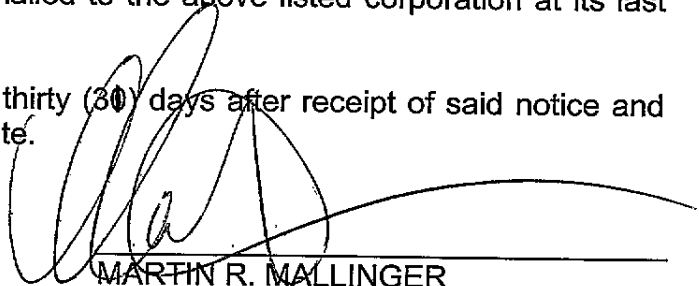
RESIGNATION OF REGISTERED AGENT

Pursuant to the provisions of Chapter 607.037(3), Florida Statutes, the undersigned, MARTIN R. MALLINGER, hereby resigns as Registered Agent for RAINBOW PROPERTY MANAGEMENT, INC.

A copy of this resignation was mailed to the above listed corporation at its last known address.

Said Resignation will take effect thirty (30) days after receipt of said notice and payment of fee to the Department of State.

MARTIN R. MALLINGER
DATE: DECEMBER 16, 1999

There is a filing fee for this document:

Active Corporations: $87.50
Dissolved Corporation: $35.00

MAIL TO:

DIVISION OF CORPORATIONS
P.O. Box 6327
Tallahassee, FL 32314

(RAINBOW.DISSOLUTION/318.700/RESIGN01)