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Please Reply to
Marco Island

July 15, 1998

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

800002593268--4
-07/20/98--01094--010
*****35.00 *****35.00

RE: Sub II

Dear Sir or Madam:

Please find enclosed and Officer/Director Resignation form for Nancy Santucci.
Also enclosed is our check in the amount of Thirty-five Dollars (\$35.00) to cover the
filing fee.

Thank you for your anticipated cooperation in this matter.

Sincerely yours,

Karen B. Nettles

Karen B. Nettles
Paralegal to Eric J. Vasquez

FILED
98 JUL 20 PM 3:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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enclosures

VS JUL 22 1998

O/D Resig.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
98 JUL 20 PM 3:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OFFICER / DIRECTOR RESIGNATION

I, NANCY SANTUCCI, hereby resign as an Officer/Director
(Title)

of SUB II, 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.

Nancy Santucci
(Signature of resigning officer/director)

FILING FEE IS \$35.00