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LAW OFFICES
DE LA O, MARKO & WANG

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
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MIGUEL M. DE LA O
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MICHELLE ASHBY DELANCY
ADRLAN C. DELANCY

OF COUNSEL
NEAL R. SONNETT
WHITE COLLAR CRIMINAL DEFENSE
N. MARK LAM
Admitted in California

February 5, 1997

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

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-02/07/97-01078-015
*****43.75 *****43.75

Re: C. F. Miami, Inc.

Dear Sir or Madam:

Enclosed please find an Affidavit of Resignation of Officer and/or director and a check in the amount of \$43.75 to cover the cost. Your filing of the Registration and sending me a certificate of status will be appreciated.

Thank you for your assistance to this matter. Please contact me if you have any questions or if I can provide you with any further information.

Very truly yours,
DE LA O, MARKO & WANG


Cheng-Shou Wang

Enclosure

DH/CW

SH 2/12
Officer
Resig.

FILED
97 FEB -7 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Florida Department of State, Jim Smith, Secretary of State
AFFIDAVIT OF RESIGNATION OF OFFICER AND/OR DIRECTOR

FILED
97 FEB -7 PM 2:46
TALLAHASSEE, FLORIDA

STATE OF NEW YORK
COUNTY OF NEW YORK

I, Eric Chaun Fu Ma after being duly sworn, state that to the best of my knowledge, information and belief, and under the penalties of perjury, the following is true and correct:

I, Eric Chaun Fu Ma hereby resign as Director/officer of
(Title)
C. F. Miami, Inc., a Florida corporation;
(Name of Corporation)

That the corporation has been notified in writing of the resignation.

Eric C. F. Ma
Signature of resigning officer/director

Sworn to and subscribed before me this 22nd day of January 1997

[Signature]
PATRICIO SUAREZ III
Commissioner of Deeds
City of New York No. 1-2910
Certificate Filed in New York County
Commission Expires Nov. 1, 1997

NOTARY PUBLIC

My Commission Expires: _____

FILING FEE IS \$35.00