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Profit	Amendment				
NonProfit	Resignation of R	Resignation of R.A., Officer/ Director		5000026644955 -10/15/9801053001 *****87.50 ******43.75	
Limited Liability	Change of Regist	Change of Registered Agent		}/.5U ******3.13	
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FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

September 18, 1998

PAUL R. LYNCH, ESQ. SHUMAKER, LOOP & KENDRICK, LLP SUITE 2800, 101 EAST KENNEDY BLVD. TAMPA, FL 33602

SUBJECT: FEDERAL MORTGAGE MANAGEMENT II, INC.

Ref. Number: P95000086862

We have received your document for FEDERAL MORTGAGE MANAGEMENT II, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$87.50.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6905.

Letter Number: 998A00047263

Thelma Lewis Corporate Specialist Supervisor

SHUMAKER, LOOP & KENDRICK, LLP

ATTORNEYS AT LAW

BARNETT PLAZA - SUITE 2800

101 EAST KENNEDY BOULEVARD

TAMPA, FLORIDA 33602

(813) 229-7600

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TAMPA, FLORIDA 33672-0609

CHARLOTTE OFFICE

227 WEST TRADE STREET
SUITE 2150
CHARLOTTE, NORTH CAROLINA 28202
(704) 375-0057
FAX (704) 332-1197

WRITER'S DIRECT DIAL NUMBER: (813) 227-2251

September 15, 1998

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SECRETASSEE FLORIDA

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

Re: Resignation of Registered Agent

Dear Sir or Madam:

TO! EDD OFFICE

NORTH COURTHOUSE SQUARE

1000 JACKSON

TOLEDO, OHIO 43624-1573

(419) 241-9000

FAX (419) 241-6894

This letter will serve as my formal notice of resignation as registered agent for FEDERAL MORTGAGE MANAGEMENT II, INC. A copy of this letter has been sent to Federal Mortgage Management II, Inc., 1800 Second Street, Suite 780, Sarasota, FL 34236. The registered agency shall be terminated on the 31st day after filing this letter with the Florida Secretary of State.

Sincerely,

Paul R. Lynch

PRL/jaj

cc:

Federal Mortgage Management II, Inc.

1800 Second Street, Suite 780

Sarasota, FL 34236