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(City/State/Zip/Phone #)

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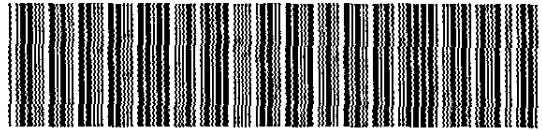
(Business Entity Name)

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ROTH & SCHOLL
ATTORNEYS AT LAW
1500 SAN REMO AVENUE
SUITE 176
CORAL GABLES, FLORIDA 33146
—
TELEPHONE: (305) 662-4141
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CHRISTINE M. RODRIGUEZ
e-mail: christine@rothandscholl.com

July 9, 2004

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

RE: Windows of the World II, Inc.

Dear Sir:

Enclosed is an original Resignation of Officer and/or Director for the above corporation. Also enclosed is a check in the amount of \$35.00, representing your filing fee. Please file the enclosed resignation, and forward me written confirmation of the same.

Thank you for your anticipated prompt attention to this matter.

Very truly yours,


CHRISTINE M. RODRIGUEZ

CMR:gkm
Encls.

cc: Ms. Blanca Padron (with encls.)
Jay M. Gamberg, Esq. (with encls.)

05/04/04 TUE 12:14 FAX
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04/28/04 TUE 10:55 FAX

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RESIGNATION OF OFFICER AND/OR DIRECTOR

04 JUL 12 PM 4:12

AFFIDAVIT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

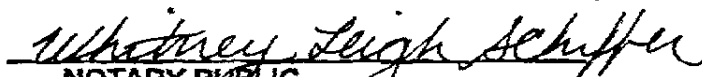
BEFORE ME, the undersigned authority, personally appeared Blanca Padron, who by me being first duly sworn, says to the best of her knowledge, information and belief, and under penalties of perjury:

1. That Blanca Padron has resigned as Officer/Director of Windows of the World II, Inc, a Florida corporation;
2. That the corporation has been notified in writing of the resignation; and
3. That corporate minutes relating to the resignation are unavailable.

FURTHER AFFIANT SAYETH NAUGHT.


Blanca Padron

The foregoing instrument was sworn to, subscribed and acknowledged before me this 10th day of April, 2004 by Blanca Padron, who is personally known to me or who produced Blanca Padron as identification, and who did take an oath.


NOTARY PUBLIC

My Commission Expires:



Whitney Leigh Schiffer
My Commission DD091318
Expires February 11, 2008

Notary's Printed Name & Address:

Whitney Leigh Schiffer c/o

ROTH & SCHOLI
1500 SAN REMO AVENUE
SUITE 176
CORAL GABLES, FL 33146