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LAW OFFICES OF

GARY I. HANDIN, P.A.

GARY I. HANDIN

ADMITTED TO NEW YORK, FLORIDA AND FEDERAL BARS

THE FLORIDA SUNRISE TOWER

3111 UNIVERSITY DRIVE

CORAL SPRINGS, FLORIDA 33065

(954) 796-9600 • FAX (954) 796-2141

April 22, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

300002499729--9
-04/24/98--01072--003
*****35.00 *****35.00

Re: A & S Donut, Inc.

Dear Sir or Madam:

Kindly find enclosed an Affidavit of Resignation of Officer and Director for recording regarding the above-referenced corporation. The resignation of Andy Calideen, as President and Director of A & S Donut, Inc.

Also find enclosed, a check in the amount of \$35.00 representing your fee for filing this Affidavit. I would appreciate receiving confirmation of your receipt of these documents at the earliest possible time in the enclosed self-addressed, stamped envelope.

Should you have any questions, please feel free to contact me.

Very truly yours,


GARY I. HANDIN

GIH:hh

Encls.

2 FILED
98 APR 24 PM 12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ALL APR 30 1998

FLORIDA DEPARTMENT OF STATE
SANDRA BARRINGER MORTHAM, SECRETARY OF STATE

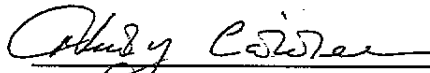
AFFIDAVIT OF RESIGNATION OF OFFICER AND DIRECTOR

STATE OF FLORIDA
COUNTY OF BROWARD

I ANDY CALIDEEN 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 ANDY CALIDEEN hereby resign as President and Director of A & S Donut, Inc, a Florida Corporation;

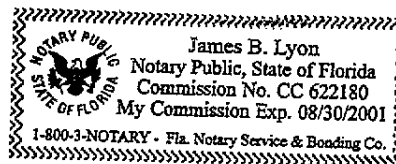
That the Corporation has been notified in writing of the resignation.


ANDY CALIDEEN

Sworn to and subscribed before me this 21st day of APRIL, 1998 by Andy Calideen who is personally known to me or who produced PERSONALLY KNOWN as identification and who did take an oath.


NOTARY PUBLIC

My Commission Expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA