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January 11, 1999

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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-01/12/99-01036-004

*****35.00 *****35.00

Re: Priority Oxygen And Medical Equipment, Inc.
Document Number: P96000023093

Dear Division:

Enclosed is an Officer/Director Resignation for the above-referenced corporation and a check in the amount of \$35.00 to cover the filing fees. Please file and return a stamped filed copy to me. I have enclosed a business reply envelope for your convenience.

If you have any questions, please feel free to give me a call.

Very truly yours,

Amy R. Eckard

Amy R. Eckard,
Paralegal

\are
Enclosures

FILED
99 JAN 12 PM 1:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Off Res.

TLL JAN 19 1999

FILED
99 JAN 12 PM 1:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OFFICER / DIRECTOR RESIGNATION

I, Pamela L. McEleny, hereby resign as Vice President
(Title)

of Priority Oxygen and Medical Equipment, 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.

Pamela L McEleny
(Signature of resigning officer/director)

FILING FEE IS \$35.00