

A. BARRY GROSSE

Attorney at Law

Post Office Box 37202
Jacksonville, Florida 32236
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September 24, 1997

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

P96000030271

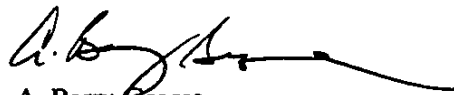
Re: B.A.P.Y., Inc. - Resignation of Larry L. Payne, Sr. as Director

Dear Sir or Madam:

400002312954--3
-10/06/97--01135--005
*****35.00 *****35.00

Enclosed please find Mr. Larry Payne, Sr.'s original resignation as a member of the Board of Directors for B.A.P.Y., Inc. A copy of the resignation has been forwarded to the Board of Directors of the subject corporation via U. S. Mail, first class, postage prepaid. Also enclosed is my check in the amount of \$35.00 made payable to the Secretary of State. By way of this letter I ask that you kindly amend the State of Florida's corporation database to reflect that Mr. Payne is no longer on the Board of B.A.P.Y., Inc.

Very truly yours,


A. Barry Grosse

ABG:wps

cc: Mr. Larry L. Payne, Sr.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
57 OCT -6 PM 2:13

Larry L. Payne, Sr.
P.O. Box 26
Glen St. Mary, Florida 32040

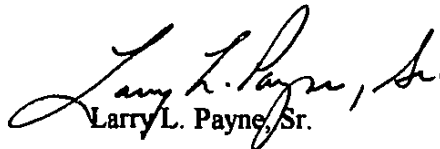
NOTICE OF DIRECTOR RESIGNATION

TO: B.A.P.Y., Inc.
c/o F. J. "Bob" Babadi
1069 Foxcroft Road
Jacksonville, Florida 32257

I, Larry L. Payne, Sr., do hereby tender my resignation as a member of the Board of Directors for B.A.P.Y., Inc., said resignation to be effective immediately.

Dated: September 23, 1997.

Very truly yours,


Larry L. Payne, Sr.

cc: A. Barry Grosse, Esquire

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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