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FILED

00 JUL 10 PM 2:20

DEPT. OF STATE
TALLAHASSEE, FLORIDA

P96000036347

Jun 30, 2000

Department of State
Division of Corporations
The Capitol
Tallahassee, Florida 32399-0250

100003318941--5

-07/11/00--01014--005

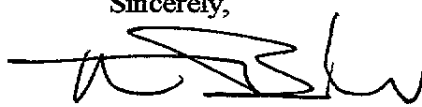
*****70.00 *****35.00

Re: Gold N Cash, Inc. S84181
Gold N Cash, Inc. II P96000036347

Dear Sir:

Enclosed is my client's resignation from the above two corporations. I have enclosed a check for \$70.00. Could you please file them in the public records. Thank you.

Sincerely,



Dennis R. Bedard

DEF Per
7-20-00
BMS

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00 JUL 10 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OFFICER / DIRECTOR RESIGNATION

I, JOAQUIN CHANYING, hereby resign as PRESIDENT, TREASURER, Director
(Title)

of GOLD-N-CASH, INC. II,
(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.


(Signature of resigning officer/director)

FILING FEE IS \$35.00