

THE LAW FIRM OF
FRANK • EFFMAN • WEINBERG • BLACK, P.A.

P96000042/32

NEIL G. FRANK
STEVEN W. EFFMAN
STEVEN A. WEINBERG
DAVID W. BLACK
DAVID A. CHENKIN
RANDY J. NATHAN
JASON E. PERLMAN

March 4, 1997

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

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-03/06/97--01088--005
*****35.00 *****35.00

RE: RPJ REAL ESTATE INVESTMENT CORP.

Dear Sir/Madam:

Enclosed please find an original Resignation of Officer and/or Director along with my firm's check in the amount of \$35.00 representing the fee required in filing this Resignation. Please provide proof of filing upon completion indicating that Robert Estis has resigned as an Officer and/or Director of the above-referenced Corporation.

Thank you for your cooperation and assistance in this matter.

Sincerely,

FRANK, EFFMAN, WEINBERG & BLACK, P.A.

Steven A. Weinberg
Steven A. Weinberg,
for the Firm

SAW/km

Encls.

SECRETARY
DIVISION OF CORPORATIONS
97 MAR -6 PM 3:23
MAR 7 1997

RESIGNATION OF OFFICER AND/OR DIRECTOR

FILED
SECRETARY OF STATE
DIVISION OF
97 MAR -6 PM 3:23

STATE OF FLORIDA)
) ss AFFIDAVIT
COUNTY OF BROWARD)


BEFORE ME, the undersigned authority, personally appeared ROBERT ESTIS, who by me being first duly sworn on the date herein says to the best of his knowledge, information, and belief, and under penalties of perjury:

1. That he has voluntarily resigned as an Officer and/or Director of RPJ REAL ESTATE INVESTMENT CORP., a Florida Corporation.

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

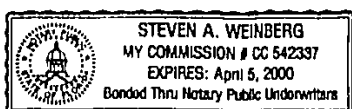
3. That Corporate Minutes relating to the resignation are available.

FURTHER AFFIANT SAYETH NAUGHT.



ROBERT ESTIS

Sworn to and subscribed before me this 28th day of February, 1997 by ROBERT ESTIS, who is personally known to me or produced a Florida Drivers License, as identification.



My commission expires:

Notary Public

Steven A. Weinberg

Name of Notary Public

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8000 PETERS ROAD • PLANTATION FL 33324