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TUTOR TIME®

December 19, 1997

Via Federal Express Overnight Service

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 3332399

Re: **American Franchising Centers, Inc.**
Document No.: P96000092332 (1)

FILED
97 DEC 22 AM 9:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir/Madam:

Enclosed please find a copy of the Resignation of Gary Rubin as Director of American Franchising Centers, Inc. along with a check in the amount of Thirty-five and 00/100 Dollars (\$35.00) so that you may change your records to reflect this change.

Please send me verification as soon as possible that this change has been made.

Please feel free to call me should you have any questions regarding the foregoing.

Thank you for your kind attention to this matter.

Sincerely,

Neesa B. Warlen

Neesa B. Warlen
Corporate General Counsel

NBW:ld *jd*

Encs.

cc: Gary Rubin

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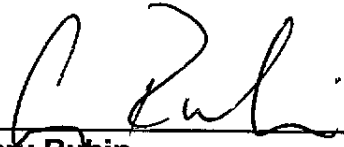
RESIGNATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, Gary Rubin, do hereby resign as Director of the Board of Directors and as an officer of American Franchising Centers, Inc., effective immediately.

Dated: 1/12/97

Truly yours,



Gary Rubin