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997000029200

November 11, 1998

Mrs. Debbie Benoit
4570 Lakeshore Dr.,
St. Cloud, FL 34769

600002693936--7
-11/23/98-01107--009
*****35.00 *****35.00

Re: Exchange of Vehicles and resignation as Corporate Officer or Executive.

Dear Mrs. Benoit:

I have been retained by Mr. Benoit to address two issues. First, he wants to exchange vehicles. As I understand the matter, you want the Aspire and he wants the van. If you are willing to make this exchange please contact me in writing and set a date and time for an exchange. I suggest that it be scheduled for an evening at the local sheriff's office.

Second, Mr. Benoit hereby makes this his formal resignation as employee, agent, officer, vice president and executive of that Florida Corporation doing business as GRANNY'S CRITTERS. He hereby declares that he has nothing to do with, and has had nothing to do with, said corporation as of this date and that he has not been allowed to view the corporate checkbook or the corporate minutes for the last six months.

Sincerely yours,

Steven R. Tinsley

Steven R. Tinsley.

FILED
NOV 23 AM 8:12
CLERK OF DISTRICT COURT
KISSIMMEE, FLORIDA

997000029200
298 01298
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THIS LETTER WAS SENT TO AND
RECEIVED BY DEBBIE BENOIT.
THANK YOU FOR YOUR HELP IN
THIS MATTER.
Debbie Benoit

OFFICER / DIRECTOR RESIGNATION

I, BARRY M. BENOIT, hereby resign as VICE PRESIDENT
(Title)
of GRANNY'S CRITTERS, 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.


(Signature of resigning officer/director)

FILED
98 NOV 23 AM 8:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILING FEE IS \$35.00

**Make checks payable to Florida Department of State and mail to:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314**