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ATTORNEYS AT LAW

SCOTT, HARRIS, BRYAN, BARRA & JORGENSEN, P.A.

June 15, 1999

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: The Tanning Place & Spa, Inc.

Dear Sir or Madam:

I am enclosing original Affidavit of Resignation of Officer and/or Director to be filed with the Florida Department of State.

Also enclosed is a check in the amount of Thirty-Five Dollars & 00/100 (\$35.00) for said filing.

Should you have any questions, please do not hesitate to contact us.

Sincerely,

Cindy T. Hartman

Cindy T. Hartman,
Assistant to Richard K. Barra

off receipt

Enclosures

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T. LEWIS JUN 21 1999

Richard K. Barra • John L. Bryan, Jr.
J. Richard Harris • Cynthia J. Jackson • John M. Jorgensen
Donna A. Nadeau • Kevin M. Wagner • Robert C. Scott (1925-1982)

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Florida Department of State, Jim Smith, Secretary of State

AFFIDAVIT OF RESIGNATION OF OFFICER AND/OR DIRECTOR

FILED
99 JUN 17 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF PALM BEACH

I, Gregory A. Pietrowski after being duly sworn, state that to the best of my knowledge, information and belief, and under the penalties of perjury, the following is true and correct:

I, Gregory A. Pietrowski hereby resign as Director, Vice President and Treasurer of
(Title)

The Tanning Place & Spa, Inc., a Florida corporation;
(Name of Corporation)

That the corporation has been notified in writing of the resignation.

Gregory A. Pietrowski
Signature of resigning officer/director
Gregory A. Pietrowski

Sworn to and subscribed before me this 14th day of June,
1999.

Leonora B. Smith
NOTARY PUBLIC



Leonora B. Smith
MY COMMISSION # CC803874 EXPIRES
February 27, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

My Commission Expires: _____

FILING FEE IS-\$35.00