

P 970000 48883

LAW OFFICES OF
STEVEN M. NACHMAN
675 THIRD AVENUE,
29TH FLOOR
NEW YORK, NEW YORK 10017

TELEPHONE
212-983-8490

TELECOPIER
212-949-1923

August 17, 1998

Certified Mail-RRR
Department of State
Office of Corporate Registrations
409 East Gaines
Tallahassee, Florida 32399

Re: Meridian Midland Financial
Funding Group, Inc.

400002647844--2
-09/24/98--01020--001
*****35.00 *****35.00

Dear Sirs:

My clients, Andrew and Kim Moed, have recently learned that they are identified on your records as officers of the above named corporation. In fact, however, they do not hold any positions, either as officers or directors, of this corporation and they have co-signed this letter to confirm the foregoing.

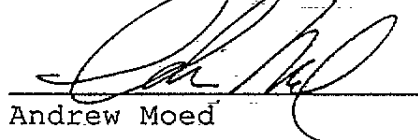
Please correct your records accordingly. Should you require anything further to do so, please contact me directly.

A copy of this letter is being sent to the person designated on your records as the authorized agent of the corporation.

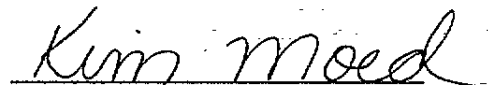
Very truly yours,



Steven M. Nachman



Andrew Moed



Kim Moed

cc: Steven M. Pena

FILED
98 SEP 24 AM 11:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Off Person

ALL SEP 24 1998



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 2, 1998

STEVEN M. NACHMAN, ESQ.
675 THIRD AVENUE
29TH FLOOR
NEW YORK, NY 10017

SUBJECT: MERIDIAN MIDLAND FINANCIAL FUNDING GROUP, INC.
Ref. Number: P97000048883

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

To file a resignation as an officer or director with this office, the enclosed form should be completed and returned with a filing fee of \$35 per person resigning.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 098A00045148



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

OFFICER / DIRECTOR RESIGNATION

FILED
98 SEP 24 AM 8:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, Kim Lauren Moed, hereby resign as V.P. & Treasurer
(Title)

of Meridian Midland Financial Funding Group, 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.

Kim Lauren Moed
(Signature of resigning officer/director)

FILING FEE IS \$35.00