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ESTATE PLANNING
FAMILY LAW
REAL ESTATE AND
BUSINESS TRANSACTIONS

January 12, 1999

Secretary of State
Division of Corporations
P.O. Box 6321
Tallahassee, FL 32314

FILED
99 JAN 14 AM 11:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: Classic Pools by Jeff Noll, Inc., a Florida corporation

Dear Sir/Madam:

Enclosed is an original Affidavit of Resignation of Officer and/or Director for filing in the above-referenced matter. Also enclosed is a check in the amount of \$35.00 to cover the cost of filing same.

If you have any questions or comments regarding this, please contact me at the above address and/or telephone number.

Sincerely yours,

WALLACE, BROWNING & KRAWETZ

Jaime L. Wallace

JLW/di
Enclosures
cc: Heather Clark Noll

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-01/14/99--01076--009
*****35.00 *****35.00

Off. Resign.
1-20-99
cc

AFFIDAVIT OF RESIGNATION OF OFFICER AND/OR DIRECTOR

STATE OF FLORIDA
COUNTY OF SARASOTA

I, Heather Clark Noll, 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:

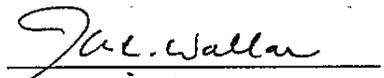
I, Heather Clark Noll, hereby resign as Vice-President and Treasurer of Classic Pools by Jeff Noll, Inc., a Florida corporation;

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


Heather Clark Noll

Sworn to and subscribed before me this 8th day of January, 1999.

FILED
99 JAN 14 AM 11:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Jaime L. Wallace
Notary Public

My Commission Expires: _____

NOTARY PUBLIC
STATE OF FLORIDA
Jaime L. Wallace
Notary Public, State of Florida
Commission No. CC 523426
My Commission Expires 02/14/00
1-800-3-NOTARY - Fla. Notary Service & Building, Inc.