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July 22, 1998

Secretary of State of Florida  
Corporations Division  
P O Box 6327  
Tallahassee, Florida 32314

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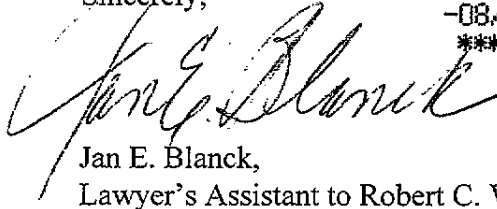
Re: Noble Equities Trust Financial Corporation and Noble Guaranty Holdings,  
Inc./Registered Agent Resignations

Ladies and Gentlemen:

Enclosed for filing with your offices are Statements of Resignation of Registered Agent for the two above-referenced Corporations. Also enclosed is our check in the amount of \$70.00 in payment of filing fees.

Thank you for your cooperation with this matter.

Sincerely,

  
Jan E. Blanck,  
Lawyer's Assistant to Robert C. White, Jr.

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\*\*\*\*\*105.00 \*\*\*\*\*52.50

cc: Robert C. White, Jr.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

August 3, 1998

KIRKPATRICK & LOCKHART LLP  
JAN E. BLANCK  
201 S. BISCAYNE BLVD.  
MIAMI, FL 33131-2399

SUBJECT: NOBLE EQUITIES TRUST FINANCIAL CORPORATION  
Ref. Number: P97000077421

We have received your document for NOBLE EQUITIES TRUST FINANCIAL CORPORATION and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$52.50. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

To resign as registered agent for a corporation, the enclosed resignation form should be completed and returned with a fee of \$87.50 for an active corporation or \$35 for an administratively dissolved corporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette  
Document Specialist

Letter Number: 898A00040461

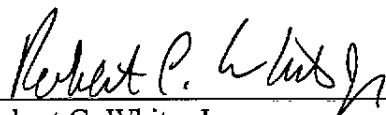
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DIVISION OF CORPORATIONS

**STATEMENT OF RESIGNATION OF REGISTERED AGENT**

Pursuant to Section 607.0502(2) of the Florida Business Corporation Act, the undersigned hereby makes the following statement:

1. The name of the corporation is Noble Equities Trust Financial Corporation (the "Corporation").
2. The undersigned, the Corporation's current registered agent with registered office at 201 South Biscayne Boulevard, 20<sup>th</sup> Floor, Miami, Florida 33131, hereby resigns as registered agent.
3. A copy of this Statement of Resignation has been mailed to the Corporation at its principal office address shown in its articles of incorporation.
4. I understand that my agency will be terminated as of the 31<sup>st</sup> day after the date on which this Statement is filed with the Secretary of State of Florida.

Date: July 16, 1998

  
Robert C. White, Jr.

**FILED**  
98 AUG 31 PM 1:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA