

997000107549

ANDREW J. NIERENBERG, P.A.
 Terremark Centre, 19th Floor
 2601 South Bayshore Drive
 Miami, Florida 33133

City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #) 100002510151--9
 -05/04/98--01115--014
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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input checked="" type="checkbox"/>	Resignation of R.A., <u>Officer/ Director</u>
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
 98 MAY -4 AM 10:18
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Examiner's Initials *me 5/11*



Florida Department of State, Jim Smith, Secretary of State

AFFIDAVIT OF RESIGNATION OF OFFICER AND/OR DIRECTOR

STATE OF Florida
COUNTY OF Miami-Dade

FILED
98 MAY -4 AM 10:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, Andrew J. Nierenberg 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:

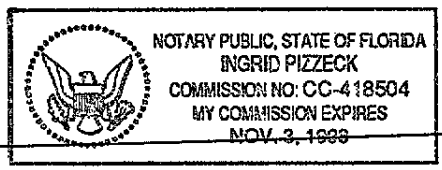
I, Andrew J. Nierenberg, hereby resign as Director & Officer of 7337 Acquisition Corporation, a Florida corporation;
(Name of Corporation)

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

[Signature]
Signature of resigning officer/director
Andrew J. Nierenberg

Sworn to and subscribed before me this 30th day of April, 1998.

Ingrid Pizzeck
NOTARY PUBLIC



My Commission Expires:

FILING FEE IS \$35.00