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AKERMAN SENTERFITT

ATTORNEYS AT LAW

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December 28, 2000

VIA AIR MAIL

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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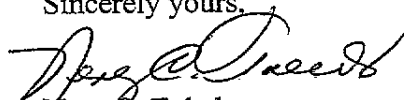
Re: MEDICAL FIRST, INC.

Dear Sir/Madam:

Enclosed please find original executed Resignation for the above referenced Florida corporation, together with Check No. 3121, made payable to the order of the Secretary of State, in the sum of \$35.00, covering the filing fee for the Resignation. Please file the enclosed document at your earliest possible convenience.

Thank you for your cooperation in this regard.

Sincerely yours,


Nery C. Toledo
Legal Assistant

FILED
01 JAN -2 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures

cc Marshall R. Burack, Esq.
Ms. Vilma D. Quintana

MI598434-1

Officer Resignation

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AKERMAN, SENTERFITT & EIDSON, P.A.

FORT LAUDERDALE • JACKSONVILLE • ORLANDO • TALLAHASSEE • TAMPA • WEST PALM BEACH

RESIGNATION

FILED
01 JAN-2 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To: The Board of Directors of MEDICAL FIRST, INC., a Florida corporation
(the "Company")

I hereby resign as Director, Treasurer and Secretary of the Company, effective as of
12/22, 2000.


VILMA D. QUINTANA

Dated: 12/22, 2000