

BURDICK P.A.
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September 28, 1999

Secretary of State
Corporate Division
Post Office Box 6327
Tallahassee, Florida 32314

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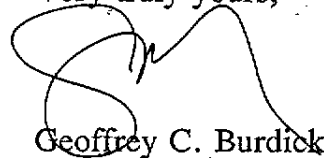
*****35.00 *****35.00

Re: B & R Nursery, Inc.

Dear Representative:

I am enclosing herewith an original of the affidavit of resignation and acknowledgment by the corporation. Also enclosed is the appropriate fee if any.

Very truly yours,


Geoffrey C. Burdick

Enclosure
cc: Client

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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10.7*

**AFFIDAVIT OF RESIGNATION OF OFFICER AND DIRECTOR
OF B & R NURSERY, INC.**

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

BEFORE ME, this day personally appeared Bobby C. Vankirk, personally known to me, who, being duly sworn, deposes, and says that the following statements are true and based on his personal knowledge:

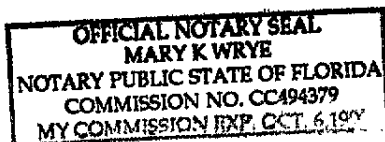
I, Bobby C. Vankirk, resigned as director and officer of B & R Nursery, Inc., a Florida Corporation, effective May 15, 1999.


Bobby C. Vankirk

Sworn to and subscribed before me
this 15 day of May, 1999.


Notary Public - State of Florida
at Large

My commission expires:

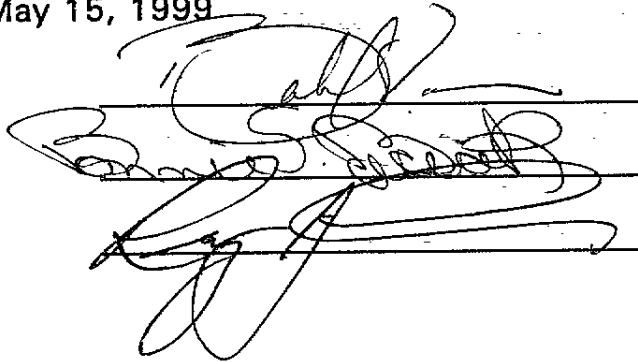


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**B & R Nursery, INC.
RESIGNATION
FOR BOBBY C. VANKIRD**

I the undersigned director of the above named Florida corporation, do hereby tender my resignation, to take effect upon the adjournment of the meeting of the Board of Directors at which this resignation is accepted.

Dated: May 15, 1999

A handwritten signature in dark ink, appearing to read "Bobby C. Vankird", is written over three horizontal lines. The signature is stylized and somewhat cursive.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA