

P98000099049

CHARLIE R. BROWN

Attorney At Law

7 Fountain Square, Belleair, Florida 33756
Tel: (727) 585-7695 Fax: (727) 584-4196

September 10, 2001

ATTENTION: Sean Toner
Division of Corporations - Sec. of State
Post Office Box 6327
Tallahassee, Florida 32314

300004632103--7
-10/11/01--01063--011
*****87.50 *****87.50

RE: Resignation as Registered Agent of
Medical Discounts Limited, Inc.

Dear Sean:

I have resigned as Registered Agent of MEDICAL DISCOUNTS LIMITED, INC. (incorporated on November 20, 1998 with assigned Document Number P98000099049) effective as of the date of this letter. I have advised Mr. Steve Swank, President of Medical Discounts Limited, Inc., of this resignation by letter of September 10, 2001, and recommended that he designate a new Registered Agent for the corporation with your office immediately.

Therefore, I will not be accepting Service of Process on behalf of this company from today forward. Please make the appropriate notation on your Official Records and let me know if you need further information.

Thanks for your cooperation.

Sincerely,

Charlie R. Brown
Charlie R. Brown

P98000099049 on
4 p5
on 10-5-01



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 18, 2001

Charlie R. Brown, Esquire
7 Fountain Square
Belleair, FL 33756

SUBJECT: MEDICAL DISCOUNTS LIMITED, INC.
Ref. Number: P98000099049

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

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

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 401A00052207

CHARLIE R. BROWN
Attorney At Law
7 Fountain Square, Belleair, Florida 33756
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E-mail: Topoftherock@cs.com

September 10, 2001

Mr. Steve Swank, President
Medical Discounts Limited, Inc.
19941 Gulf Boulevard, Suite E
Indian Shores, FL 33785

RE: Resignation as Resident Agent and Legal Counsel
for Medical Discounts Limited, Inc.

Dear Steve:

After much thought, it is with certain reluctance that I hereby advise you of my resignation as Registered Agent and Legal Counsel of Medical Discounts Limited, Inc. effective as of the date of this letter.

As Monogram Pictures, Inc. is a publicly held corporation that now owns 100% of the stock of MDL. I have had no direct contact or communication with Monogram. Therefore, I have significant doubt their Board of Directors would approve my designation as Registered Agent and Legal Counsel for MDL.

Further, in our last meeting you insinuated that litigation may be instituted against some or all of the former Board of Directors of MDL. As you know, I have represented and or advised other members of the former Board on several occasions. Such litigation or threat thereof would create a distinct conflict of interest. Receiving service of process of litigation documents directed to you or MDL as its Registered Agent would also constitute a conflict of interest.

It will be necessary for you to file with the Secretary of State - Division of Corporations the appropriate form to designate a new Registered Agent and include his/her street address to accept service of process within the State of Florida.

Sincerely,


Charlie R. Brown

FILED
01 OCT -5 AM 9:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

RESIGNATION OF REGISTERED AGENT

Pursuant to the provisions of sections 607.0502(2), 617.0502(2), 607.1509, or 617.1509,
Florida Statutes, the undersigned, CHARLIE R. BROWN, ATTORNEY AT LAW
(Name of registered agent)
hereby resigns as Registered Agent for MEDICAL DISCOUNTS LIMITED, INC.
(Name of corporation)

A copy of this resignation was mailed to the above listed corporation at its last known address.

The agency is terminated and the office discontinued on the 31st day after the date on which
this statement is filed.

Charlie R. Brown, Esq. 10/2/01
(Signature of resigning agent)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

FILED
01 OCT -5 AM 9:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Fee for filing this document:

- \$87.50 - Active corporation
\$35.00 - Administratively dissolved corporation

Make checks payable to Florida Department of State and mail to:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314