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Silve Silve

WILLIAMSON, DIAMOND & CATON, P.A.

ATTORNEYS AT LAW

RICHARD P. CATON
ALSO ADMITTED TO KENTUCKY BAR

SANDRA FASCELL DIAMOND BOARD CERTIFIED WILLS, TRUSTS & ESTATES

DOUGLAS M. WILLIAMSON BOARD CERTIFIED REAL ESTATE

Please reply to.

Seminole December 27, 2004 ST. PETERSBURG 150 2nd Avenue North, Suite 840 St. Petersburg, Florida 33701 Telephone (727) 896-6900 Facsimile (727) 895-4552

SEMINOLE 9075 Seminole Boulevard Seminole, Florida 33772 Telephone (727) 398-3600 Facsimile (727) 393-5458

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

RE: J&M INDUSTRIES OF TAMPA BAY, INC.

Dear Sirs:

Enclosed please find an Officer Resignation to be filed for J&M INDUSTRIES OF TAMPA BAY, INC., along with a check in the amount of \$35.00 which represents the filing fee associated with the same. Please process accordingly.

Very truly yours,

Richard P. Caton

RPC/tlc Enclosure

OFFICER/DIRECTOR RESIGNATION

I, JOSEPH E. DI GIRO, JR., hereby tender my resignation as Director, Secretary, and Treasurer from J & M INDUSTRIES OF TAMPA BAY, INC., a Corporation organized under the Laws of the State of Florida, and affirm that the Corporation has been notified in writing, or by copy of this Resignation.

SEPH E. DI-GIRO, JR.

SEPH E. DI-GIRO, JR.

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 23¹², day of Decon-Ley 2004, JOSEPH E. DI GIRO, JR., who is personally known to me, or who has produced ______ as identification.

Signature of Notary Public

Printed Name of Notary Public My Commission Expires:

SEAL

Richard P. Caton
Commission # DD255760
Expires October 25, 2007

FILING FEE IS \$35.00

FILED