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LAW OFFICES

SOLOMON & BENEDICT, P.A.

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TAMPA, FLORIDA 33602-4331

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November 22, 2000

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Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Change of Registered Agent for Bethlehem Properties, Inc.

Dear Sir/Madam:

Enclosed for filing are the following documents:

- (a) an original and one copy of a Resignation of Registered Agent, dated October 10, 2000;
- (b) an original and one copy of an Acceptance of Registered Agent of Bethlehem Properties, Inc., dated October 13, 2000; and
- (c) our firm's check number 29835, dated November 21, 2000, in the amount of \$87.50.

Please return the "Filed" copies of the Resignation of Registered Agent and Acceptance of Registered Agent to us in the enclosed self-addressed, stamped envelope.

If you have any questions, please call.

Sincerely yours,

SOLOMON & BENEDICT, P.A.

By: 

Sheila B. Hieber
Legal Assistant

SBH/s
Enclosures

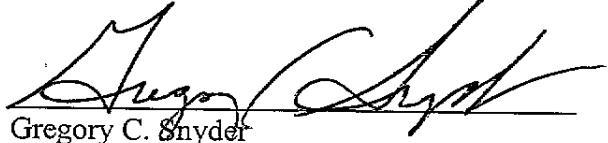
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T. LEWIS NOV 28 2000

RESIGNATION OF REGISTERED AGENT

The undersigned, hereby resigns its appointment as registered agent of Bethlehem Properties, Inc., a Florida corporation, effective as of the date of this resignation.

Dated: October 10, 2000.


Gregory C. Snyder
6702 Lunn Road
Lakeland, Florida 33811

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA