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JULIAN BENNETT
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DAYTON LOGUE, OF COUNSEL

FILED
00 FEB 11 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Beach Office
15238 Front Beach Road
Panama City Beach, Florida 32413
(850) 236-9000

February 3, 2000

Certified Mail No. P 373 728 471

Return Receipt Requested

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

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

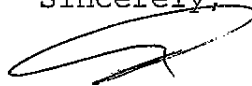
Re: R & W Development, Inc.

Gentlemen:

Enclosed please find the original and one copy of Affidavit of Resignation of Officer and/or Director together with our filing fee check in the amount of \$35.00 for filing with your office on the above-referenced corporation. Please return a copy of the Affidavit to me upon filing.

Thank you for your attention to this matter.

Sincerely,



Derrick Bennett

off Des
2-21-00
PMS

DB:hvs

Enclosures as stated.



Florida Department of State, Jim Smith, Secretary of State

AFFIDAVIT OF RESIGNATION OF OFFICER AND/OR DIRECTOR

FILED
00 FEB 11 PM 1:24
OFFICE OF THE SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF Florida

COUNTY OF Bay

I, Wendell Woodham after being duly sworn, state that to the best of my knowledge, information and belief, and under the penalties of perjury, the following is true and correct:

I, Wendell Woodham, hereby resign as President/Director of
(Title)

R & W Development, Inc., a Florida corporation;
(Name of Corporation)

That the corporation has been notified in writing of the resignation.

Wendell Woodham

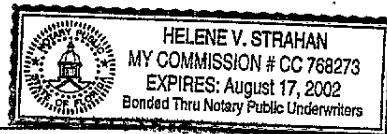
Signature of resigning officer/director

Wendell Woodham / President/Director

Sworn to and subscribed before me this 3rd day of February.

[Signature]

NOTARY PUBLIC



My Commission Expires: _____

FILING FEE IS \$35.00