

Attn: Ms. Loina Poole
Florida Department of State
409 East Gaines Street
Tallahassee, FL 32399

P99000049494

March 10, 2000

Re: GFS SOFTWARE, INC.

400003172204--0
-03/16/00--01036--011
*****87.50 *****87.50


Dear Ms. Poole,

Please find enclosed my Resignation of Registered Agent Letter, a copy of the receipt acknowledgment by client as well as a check for US\$ 87.50.

Thank you for your attention in this regard.

Should for any reason you need to contact me relative to same, please call me at (305) 372-0844.

Yours sincerely,


Ana Lucia Cantuaria
1221 Brickell Avenue, 9th floor
Miami, FL 33131

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399
Attn: Ms. Loina Poole


STATEMENT OF RESIGNATION OF REGISTERED AGENT

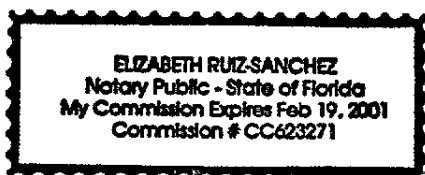
Dear Ms. Poole,

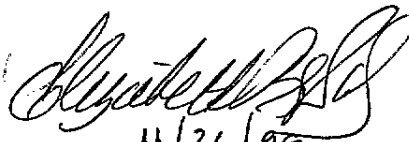
1. In accordance with Section 607.0502 (2) of the Florida Statutes and all other applicable law, this is to formally file my Statement of Resignation as Registered Agent for GFS Software Inc., the Articles of Incorporation of which were filed on June 2, 1999 (assigned document number P 99000049494), and amended on June 10, 1999.
2. The street address of the corporation's current registered office is 1221 Brickell Avenue, Suite 928, Miami, FL 33131.
3. My name, as its current registered agent, is Ana Lucia Teixeira Cantuaria.
4. This is to certify that a signed copy of this statement as delivered for filing with the Department of State has been mailed to GFS Software Inc., at the principal office address filed in its Articles of Incorporation and stated in item 2, above.
5. Lastly, in accordance with Section 15.09 (2) of the Florida Statutes and as quoted over the telephone by the Amendment Section to the Division of Corporations on July 15, 1999, please find enclosed a check for US\$ 87.50 (eighty-seven dollars and fifty cents) for the filing of this document.

Thank you in advance for your kind attention in this regard.

Sincerely,


Ana Lucia Teixeira Cantuaria
Current Registered Agent, GFS Software, Inc.




11/26/99

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE