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MORRIS ROSENBERG
(1906-1997)

99 DEC 27 3 AM ID: 48
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 10, 1999

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

**Re: Officer/Director Resignation
Megan Industries, Inc.**

400003068344--1
-12/13/99--01132--001
*****35.00 *****35.00

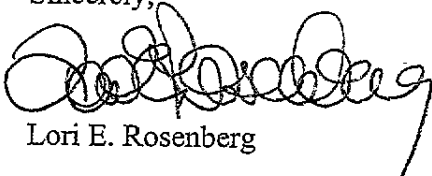
Ladies and Gentlemen:

Enclosed herewith please find captioned Resignation together with our check in the amount of \$35.00 for filing same.

If you have any questions concerning this matter, please hold the document and call me immediately.

Thank you, in advance, for your courtesy in handling this matter.

Sincerely,


Lori E. Rosenberg

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Enclosure

o/o resig.

V. SHEPARD DEC 29 1999

FILED
99 DEC 13 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

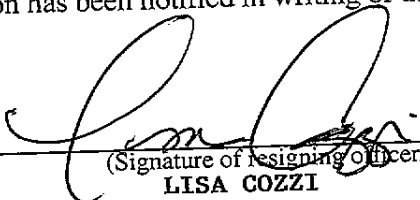
OFFICER / DIRECTOR RESIGNATION

I, LISA COZZI, hereby resign as Secretary, Treasurer and Director
(Title)

of MEGAN INDUSTRIES, INC.
(Name of Corporation)

a corporation organized under the laws of the State of Florida

and affirm that the corporation has been notified in writing of the resignation.


(Signature of resigning officer/director)
LISA COZZI

FILING FEE IS \$35.00