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Admitted to practice in Florida,
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December 20, 2000

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6372
Tallahassee, Florida 32314

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-12/22/00--01038--017
*****70.00 *****35.00

RE: Shoes By Chance Corp.
Hotrock Marketing, Inc.

Dear Sir or Madam:

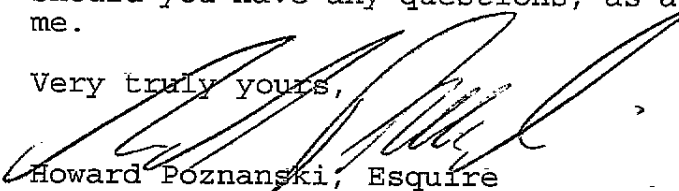
Enclosed herewith please find the following:

1. Sanford Wolok Officer/Director Resignation for Shoes By Chance Corp.
2. Sanford Wolok Officer/Director Resignation for Hotrock Marketing, Inc.

In connection with items 1 and 2 above, please file the resignations. Your fee of \$70.00, made payable to the Secretary of State, Division of Corporations, is enclosed herewith for both items.

Should you have any questions, as always, please feel free to call me.

Very truly yours,


Howard Poznanski, Esquire

enclosures

HWP/-

cc: Mr. Sanford Wolok (via fax only)

FILED
00 DEC 22 AM 9:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Officer Resignation

T BROWN JAN - 5 2001



FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS


OFFICER / DIRECTOR RESIGNATION

FILED
00 DEC 22 AM 9:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, Sanford Wolok, hereby resign as Director and Secretary,
(Title)
Treasurer, and in all other
officer capacities
of Shoes By Chance Corp.,
(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)
Sanford Wolok

12-15-00

FILING FEE IS \$35.00

Make checks payable to Florida Department of State and mail to:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314