F. CARL POWELL III

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3947 Boulevard Center Drive, Suite 110 • Jacksonville, FL 32207 (904) 396-3801 • Fax (904) 396-4228

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March 21, 1997

Fla Dept of State Division of Corporations P O Box 6327 Tallahassee, Fl 32314 Cert Mail #P083081483

Re: CPFB Corporation

#59-3054805

70002124097--6 -03/25/97--01103--010 *****35.00 *****35.00

Gentlemen:

Enclosed is an Officer/Director Resignation form which sets forth my resignation as director, vice pres. and president of the above-referenced corporation along with the \$35 filing fee.

Sincerely,

F. C. Powell III

J.C. Sowellan

O/D resig.

VS MAR 2 8 1997:

Florida Department of State, Sandra B. Mortham, Secretary of State

OFFICER / DIRECTOR RESIGNATION

I, FRANK CARL POWELL ## , hereby resign as DIRECTOR / V. PROSTAR. (Title)
I, FRANK CARL POWELL ## , hereby resign as DIRECTOR V. PRESTER
(Title)
OF CPFB CORPORATION
(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)

FILING FEE IS \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

CR2E044(10/96)