

533718

KATZ, BARRON, SQUITERO & FAUST, P.A.

ATTORNEYS AT LAW

2699 SOUTH BAYSHORE DRIVE
SEVENTH FLOOR

MIAMI, FLORIDA 33133-5408

MIAMI-DADE (305) 856-2444

BROWARD (954) 781-4720 • (954) 522-3636

TELECOPIER (305) 285-9227

www.katzbarron.com

RONALD M. BARRON
(1945 - 1994)

OF COUNSEL

ROGER S. GOLDMAN

ALICIA MORALES-FERNANDEZ

RICHARD MORTON

LAWRENCE N. ROSEN, P.A.

WILLIAM A. ZEIER, P.A.

FT. LAUDERDALE OFFICE:

100 N.E. THIRD AVENUE, SUITE 280

FT. LAUDERDALE, FLORIDA 33301

TELEPHONE: (954) 522-3636

(954) 781-4720

TELECOPIER: (954) 522-5119

January 14, 2002

FRANK T. ADAMS
BERNARD ALLEN
MARK S. AUERBACHER
ALON BARZAKAY
KENNETH L. BEDNAR
W. TODD BOYD
CHARLES D. BRECKER
MELISSA S. CHANNING
JORGE I.G. DEL VALLE
DAMON K. DIAS
DAVID S. DROBNER
ERICA L. ENGLISH
MARC L. FAUST
HOWARD L. FRIEDBERG
ROBERT C. GRADY
ANA C. HARRIS
ELIZABETH A. HEISE
MATHAI JACOB
MICHAEL D. KATZ
NICOLE T. KOPELOWITZ
JILL D. LEVY
MARIA C. MONTENEGRO
RICHARD A. MORGAN
CARLOS E. MUSTELIER JR.
ANTHONY H. PELLE
JOSE R. RIGUERA
WILLIAM D. ROHRER
JOHN R. SQUITERO
MICHELE L. STOCKER

VIA CERTIFIED MAIL - RETURN RECEIPT REQUESTED

No. Z 329 409 043

200004779352--4

-01/16/02--01088--001

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

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

RE: JOSEPH H. ROTH, JR.
Our File No: 18137.001

Dear Sir/Madam:

Enclosed for processing are the following resignations for Joseph H. Roth, Jr.:

1. Resignation as Secretary / Director of Windley Key Properties, Inc., together with our firm check in the amount of \$35.00;
2. Resignation as Secretary/Director of Windley Key Associates, Inc., together with our firm check in the amount of \$35.00;
3. Resignation as Secretary/Director of Gulf-Windley Corporation, together with our firm check in the amount of \$35.00;
4. Resignation as Secretary/Director of Holiday Isle Hotel, Inc., together with our firm check in the amount of \$35.00; and
5. Resignation as Secretary/Director of Holiday Isle Resort & Marina, Inc., together with our firm check in the amount of \$35.00.

FILED
02 JAN 16 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

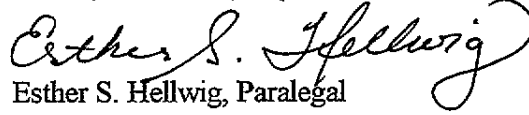
D/D Ref 1/18/02

Florida Department of State
January 14, 2002
Page 2

Should you have any questions or comments, please do not hesitate to contact us.

Thank you.

Sincerely,
KATZ, BARRON, SQUITERO & FAUST, P.A.


Esther S. Hellwig, Paralegal

ESH

Enclosures

cc: Joseph H. Roth, Jr.
John R. Squitiero, Esq.
Ana C. Harris, Esq.

H:\LIB\DOCS\18137001\LTR\CF7219.WPD

FILED

02 JAN 16 PM 1:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

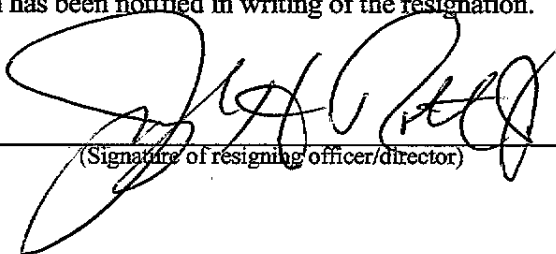
OFFICER / DIRECTOR RESIGNATION

I, Joseph H. Roth, Jr., hereby resign as Secretary/Director
(Title)

of Windley Key Properties, 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)

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