

CT CORPORATION SYSTEM

552846

111 Eighth Avenue
New York, NY 10011
Tel. 212-894-8940
Fax 212-590-9180

June 7, 2000

RE: MANAGER CORPORATION d/b/a MANAGER CORPORATION
OF MARYLAND (MD.DOM.)
MORGAN GRANT CAPITAL, CORP. (FL.DOM.)

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-06/12/00-01132-018
*****35.00 *****35.00

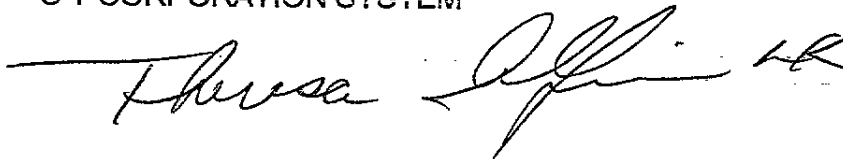
Dear Sir:

We enclose resignation executed in duplicate, by the agent for service of process for the above corporations. Also enclosed are 2 checks in the amount of \$35.00 to cover the required filing fee.

Please acknowledge receipt by signing and returning the enclosed copy of this letter. For your convenience, we enclose a stamped self-addressed envelope.

Very truly yours,

CT CORPORATION SYSTEM



Theresa Alfieri
Senior Supervisor

TA: lk
enclosure

RA Resign

T. LEWIS JUN 16 2000

RESIGNATION OF REGISTERED AGENT

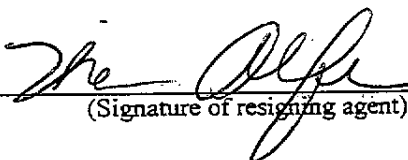
Pursuant to the provisions of sections 607.0502(2), 617.0502(2), 607.1509, or 617.1509,

Florida Statutes, the undersigned, C T CORPORATION SYSTEM
(Name of registered agent)

hereby resigns as Registered Agent for MORGAN GRANT CAPITAL CORP. (FL.DOM.)
(Name of corporation)

A copy of this resignation was mailed to the above listed corporation at its last known address.

The agency is terminated and the office discontinued on the 31st day after the date on which this statement is filed.


(Signature of resigning agent)

If signing on behalf of an entity:

C T CORPORATION SYSTEM
(Typed or Printed Name)

ASSISTANT SECRETARY
(Capacity)

Fee for filing this document:

\$87.50 - Active corporation

\$35.00 - Administratively dissolved corporation

Make checks payable to Florida Department of State and mail to:

Division of Corporations

P.O. Box 6327

Tallahassee, FL 32314