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February 9, 1999

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

Re: Rotos, Inc.

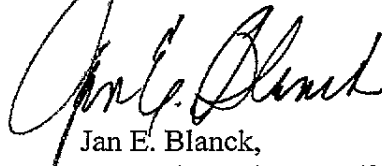
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Ladies and Gentlemen:

Enclosed for filing with your offices is a Statement of Resignation of Registered Agent for Rotos, Inc. Also enclosed is our check in the amount of \$87.50 in payment of filing fees.

Thank you for your cooperation with this matter.

Sincerely,



Jan E. Blanck,
Lawyer's Assistant to Clayton E. Parker

cc: Clayton E. Parker, Esq.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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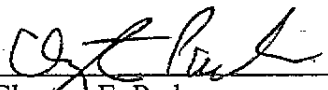
MI-72769.01

STATEMENT OF RESIGNATION OF REGISTERED AGENT

Pursuant to Section 607.0502(2) of the Florida Business Corporation Act, the undersigned hereby makes the following statement:

1. The name of the corporation is ROTOS, INC. (the "Corporation").
2. The undersigned, the Corporation's current registered agent with registered office at 201 South Biscayne Boulevard, 20th Floor, Miami, Florida 33131, hereby resigns as registered agent.
3. A copy of this Statement of Resignation has been mailed to the Corporation at its principal office address as reported by its last annual report filed with the Secretary of State of Florida, 8 Isle of Venice, Ft. Lauderdale, FL 33301.
4. I understand that my agency will be terminated as of the 31st day after the date which this Statement is filed with the Secretary of State of Florida.

Date: January 31, 1999


Clayton E. Parker

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TALLAHASSEE, FLORIDA