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May 6, 1997

CERTIFIED MAIL P 365 274 898
RETURN RECEIPT REQUESTED

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

Re: P & H Group, Inc.
Our File No. 3971-001

Dear Madam or Sir:

Enclosed are an original and one copy of the Resignation of Registered Agent for the above-captioned corporation, as well as our firm's check in the amount of \$87.50 to cover the filing fees. Please file the document and place your "Filed" stamp on the enclosed copy. Please forward evidence of the filing to us in the envelope enclosed for that purpose.

If you have any questions, please let me know. Thank you for your assistance.

Sincerely,

Katherine Russell

Katherine Russell
Legal Assistant

Enclosures

cc: P & H Group, Inc. (Florida address)
Mr. Peter Van Duijn
Stephen J. Mitchell, Esq.
Stephen L. Kussner, Esq.
3971-001-0413174.01

FREDERICK B. KARL
OF COUNSEL

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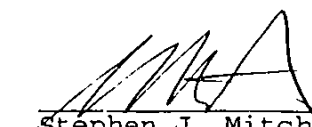
FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham, Secretary of State

RESIGNATION OF REGISTERED AGENT

Pursuant to the provisions of Section 607.0502(2), Florida Statutes, the undersigned, **STEPHEN J. MITCHELL**, Registered Agent, hereby resigns as Registered Agent for **P & H GROUP, INC.** (Florida Document No. S64764).

A copy of this Resignation of Registered Agent has been mailed to the above listed corporation at its principal office address shown in its most recently filed document with the Florida Secretary of State.

The agency is terminated and the office discontinued on the thirty-first (31st) day after the date on which this statement is filed.



Stephen J. Mitchell

1971-001-0413121.01