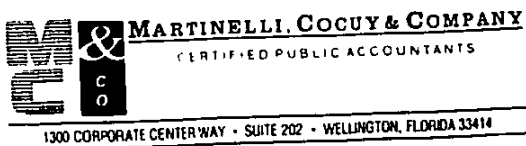


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MARTINELLI, COCUY & COMPANY

CERTIFIED PUBLIC ACCOUNTANTS

1300 CORPORATE CENTER WAY • SUITE 202 • WELLINGTON, FLORIDA 33414 • (561) 793-1927 • Fax: (561) 793-9632

May 22, 1997

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

**SUBJECT: RESIGNATION OF SHARON MARTINELLI AS REGISTERED
AGENT FOR NURSEWATCH, INC.**

Presently, I am listed as the Registered Agent for Nursewatch, Inc., a Florida Corporation. I have resigned from this position, and I have notified the referenced corporation of my resignation. Please remove my name from your records.

Enclosed is my check for the amount of \$87.50 as required by the Amended Department.

Thank you for your prompt attention to this matter.

Sincerely,

MARTINELLI, COCUY & COMPANY

Sharon Martinelli, C.P.A.

SM/mb

Enclosure