



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

Matthew A. Brown
Secretary of State

August 11, 2004

Zelby Holdings, Inc.
c/o V. DUNCAN JOHNSON, ESQ.
EDWARDS & ANGELL, LLP
2800 FINANCIAL PLAZA
PROVIDENCE, RI 02903-

RE: Corporation ID # 134607
Zelby Holdings, Inc.

Dear Sir or Madam:

The Corporations Division of the Office of the Secretary of State has yet to receive your Annual Report for the year 2004.

Pursuant to the provisions set forth in Section(s), 7-6-56, 7-6-85, 7-1.1-87, and 7-1.1-114 of the General Laws of the State of Rhode Island, the Certificate of Incorporation/Authority of the above named entity will be revoked after 60 days from the date of this notice for failure to file the report.

Please file your 2004 Annual Report with the Corporations Division within the next sixty days so that your authority to conduct business will remain intact. If you have any questions, or if we can be of any assistance, please do not hesitate to call the Corporations Division at (401) 222-3040.

Sincerely,

Matthew Brown
Secretary of State