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ADLER POLLOCK & SHEEHAN

March 10, 1994

State of Rhode Island and
Providence Plantations
Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, RI 02903

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RE: IIRI International, Inc. 18605

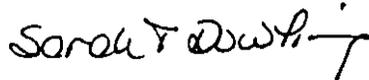
Dear Sir/Madam:

Please be advised that our firm, Adler Pollock & Sheehan Incorporated, hereby resigns from its position as Registered Agent of IIRI International, Inc.

Pursuant to the provisions of Section 7-1.1-12(c) of the General Laws, 1956, as amended, our written resignation is hereby submitted in duplicate.

It is our understanding that our status as Registered Agent will terminate upon the expiration of thirty (30) days after receipt of this notice by your office. If our understanding is incorrect or if you require any further documentation, please do not hesitate to call Cheryl Gaguon of our office.

Very truly yours,



SARAH T. DOWLING

STD/cg

*Admitted PA and DC only
†Admitted MA only

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