

February 19, 2003

Academy Cars, Inc. 233 Academy Avenue Providence, RI 02908

RE: Corporate ID# 290 Academy Cars, Inc.

Dear Sir or Madam:

This is to notify you that this office received on February 12, 2003 the resignation of Paul Russo as Registered Agent of the above-named corporation, a copy of which is enclosed. Sections 7-1.1-12, 7-1.1-107, 7-6-13 and 7-6-78 of the General Laws of the State of Rhode Island state that "the appointment of the agent shall terminate upon the expiration of thirty (30) days after receipt of the notice by the secretary of state."

Pursuant to the provisions set forth in Sections 7-1.1-11, 7-1.1-106, 7-6-12 and 7-6-77 of the General Laws of the State of Rhode Island, "each corporation shall have and continuously maintain in this state" a registered agent. In order to ensure that your authority to conduct business will remain intact, please complete and file with this office the enclosed Change of Registered Agent form as soon as possible.

Thank you for your cooperation.

Catherine Caprio albanese

Sincerely, CORPORATIONS DIVISION

Catherine Caprio Albanese

enc.



February 11, 2003

R. I. Secretary of State Corporations Division 100 North Main Street, 1st Floor Providence, RI 02903-1335

Re: Academy Cars, Inc. ID # 290

To Whom It May Concern:

Please accept this letter as my resignation as registered agent to the corporation and also accept this letter as the withdrawal of this address as the registered office for the corporation for Academy Cars, Inc.

Very truly yours,

KIRSHENBAUM & KIRSHENBAUM

Attorneys at Law, Inc.

Paul J. Russo

PJR:clb

Cc: Academy Cars, Inc.

ACTRED FACTOR

PAUL, PUSSO

CHARLES A HIRSCH

ALBERT J. MAINELLI

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