

RESIGNATION OF AGENT UPON WHOM PROCESS MAY BE SERVED

Secretary of State
Corporation Department
State House
Boise, Idaho 83720

Dec 23 2 25 PM '96
SECRETARY OF STATE
STATE OF IDAHO
095992
Resigned
RA

Gentlemen:

Please take notice that the undersigned hereby resigns as agent upon whom process may be served in IDAHO for:

POTELCO, INC.

a corporation organized under the laws of the state of WASHINGTON.

IN WITNESS WHEREOF, the undersigned corporation has caused this notice to be executed in its name by its ASSISTANT SECRETARY, this 12th day of December, 19 96.

C T CORPORATION SYSTEM
AGENT


ASSISTANT SECRETARY

CT CORPORATION SYSTEM

December 12, 1996

1633 Broadway
New York, NY 10019
Tel. 212 246 5070

RE: POTELCO, INC. (WA. DOM.)

Dec 23 2 24 PM '96
SECRETARY OF STATE
STATE OF IDAHO

Secretary of State
Corporation Dept.
State House Room 203
Boise ID 83720

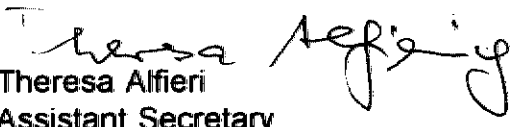
Dear Sir:

We enclose resignation executed in duplicate, by the agent for service of process for each of the above corporations.

Please acknowledge receipt by signing and returning the enclosed carbon copy of this letter. For your convenience, we enclose a stamped self addressed envelope.

Very truly yours,

C T CORPORATION SYSTEM


Theresa Alfieri
Assistant Secretary

TA: cf
enclosure

#95992

December 27, 1996

POTELCO, INC.
14103 8TH ST E
SUMNER WA 98390 9699

RE: CT CORPORATION SYSTEM

Dear Sirs:

Please be advised that CT CORPORATION SYSTEM has resigned as agent for your corporation. A copy of the letter of resignation is enclosed.

It is required that you appoint another agent within 30 days, pursuant to Sections 30-1-13 and 30-1-14, Idaho Code. You may do so by filing the enclosed form. No fee is required.

If you have any questions concerning this matter, please feel free to contact this office. You may telephone at (208) 334-2301.

Very truly yours,

Alisa Hartley
Corporate Division

Enclosure: Resignation & CRO

cc: Resigning agent

January 23, 1997

POTELCO, INC.
14103 8TH ST E
SUMNER WA 98390 9699

RE: POTELCO, INC. FILE NUMBER C 95992

Dear Sirs:

The records of this office indicate CT Corporation System resigned as registered agent for your corporation on December 23, 1996. On that same date, a letter notifying you of the resignation was sent to you.

The Idaho Code requires that each corporation shall have and continuously maintain a registered office and registered agent. You must appoint another registered agent within 30 days, pursuant to Section 30-1-13 and 30-1-94, Idaho Code. Enclosed please find a form for the appointment of a registered agent. No fee is required.

Please do not hesitate to contact this office for further information at (208) 334-2301.

Very truly yours,

Alisa Hartley
Corporate Division

Enclosure: CRO

February 23, 1997

POTELCO, INC.
14103 8TH ST E
SUMNER WA 98390 9699

RE: POTELCO, INC. FILE NUMBER C 95992

Dear Sirs:

The records of this office indicate your corporation has not maintained a registered agent since the resignation of CT CORPORATION SYSTEM on January 23, 1997. This office has notified you twice that no registered agent has been appointed, but we have received no response from you.

As provided in section 30-1-94, Idaho Code, if the change of registered agent has not been filed by May 23, 1997, you will be subject to legal action by the Attorney General to involuntarily dissolve your corporation.

Enclosed is a copy of section 30-1-94 for your reference, as well as another form for change of registered agent/registered office. If you have any questions, please do not hesitate to contact this office at (208) 334-2301.

Very truly yours,

Alisa Hartley
Corporate Division

Enclosure: cited