



P93000046905



February 24, 1998

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

500002442585--7
-02/27/98--01060--001
****105.00 *****35.00

RE: CORPORATE I.D.# P95000046905

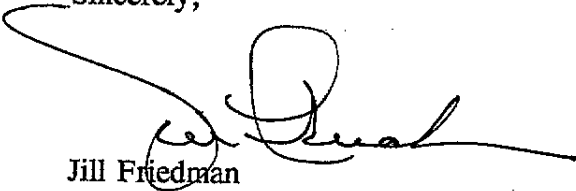
Gentlemen:

Enclosed please find three (3) "Officer/Director Resignation" forms to be filed for the above referenced corporation, Regenesi Holdings, Inc.

In accordance with your filing fee, also enclosed please find our check in the amount of \$105.00.

Should you have any questions, please feel free to contact me at (305) 531-5800.

Sincerely,


Jill Friedman

FILED
98 FEB 27 AM 9:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

OFFICER / DIRECTOR RESIGNATION

FILED
98 FEB 27 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, MITCHELL RUBINSON, hereby resign as CHAIRMAN OF THE BOARD
PRESIDENT
CHIEF EXECUTIVE OFFICER
(Title)

of REGENESIS HOLDINGS, INC. (E/K/A QPQ CORPORATION)
(Name of Corporation)

a corporation organized under the laws of the State of FLORIDA

and affirm that the corporation has been notified in writing of the resignation.

A handwritten signature in black ink, appearing to read "Mitchell Robinson", written over a horizontal line.

(Signature of resigning officer/director)

FILING FEE IS \$35.00