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LINDA C. BRINKMAN
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KEVIN R. LOTTES

October 9, 2000

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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****35.00 ****35.00

RE: Filing of Affidavit of Resignation of Director for
Gijima, Inc., a Florida corporation

Dear Clerk:

Enclosed please find the original Affidavit of Resignation of Director signed by Scott Price, a former Director of Gijima, Inc., a Florida corporation subject to administrative dissolution and conducting a winding-up and liquidation of its business affairs pursuant to § 607.1405 of the Florida Statutes. Additionally, also enclosed is a check in the amount \$35.00 in payment of the filing fee for the enclosed Affidavit.

Finally, enclosed please find a conformed copy of the enclosed Affidavit for date-stamping upon filing and return to my office in the enclosed, postage pre-paid, pre-addressed envelope. Thank you very much for your assistance with these requests. Please contact me if you have any questions concerning this letter.

Very truly yours

Kenneth B. Cuyler
Kenneth B. Cuyler

FILED
00 OCT 16 AM 10:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KBC:vlg
Enclosures

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AFFIDAVIT OF RESIGNATION OF DIRECTOR

FILED
00 OCT 16 AM 10:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

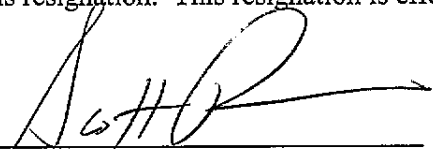
STATE OF FLORIDA

COUNTY OF COLLIER

I, SCOTT PRICE, after being duly sworn, state that to the best of my knowledge, information and belief, and under the penalties of perjury, that the following is true and correct:

I, SCOTT PRICE, on this 11th day of October, 2000, hereby resign as Director of Gijima, Inc., a Florida corporation subject to administrative dissolution and conducting a winding up and liquidation of its business affairs pursuant to §607.1405 of the Florida Statutes; and

That the corporation has been notified in writing of this resignation. This resignation is effective immediately upon execution hereof.




Scott Price, individually and as Director of Gijima, Inc.

STATE OF FLORIDA

COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 11th day of October, 2000 by Scott Price, who is () personally known to me or () has produced _____ as identification.

(SEAL)

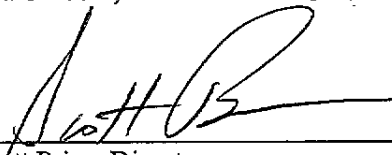


Notary Public
Name: Judy Stevens
Commission Expires: _____



**ACKNOWLEDGMENT AND CONSENT TO AGREEMENT OF SALE AND DISPOSITION OF
PROPERTY PURSUANT TO DISSOLUTION OF GIJIMA, INC.**

The undersigned constituting an authorized director of Gijima, Inc., a Florida corporation (the "Corporation") subject to administrative dissolution and conducting a winding up and liquidation of its business affairs pursuant to §607.1405 of the Florida Statutes, and all of the directors of the Corporation, do hereby acknowledge notice of and consent to the Agreement of Sale and Disposition of Property Pursuant to Dissolution of Gijima, Inc. duly executed on the 6th day of October, 2000.




Scott Price, Director

STATE OF FLORIDA

COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 11th day of October, 2000
by Scott Price, who is personally known to me or () has produced
_____ as identification.

(SEAL)



Notary Public
Name: Judy Stevens
Commission Expires: _____

