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October 30, 2000

Florida Dept. Of State
Division of Corporations
P.O. Box 1500
Tallahassee, Florida 32302

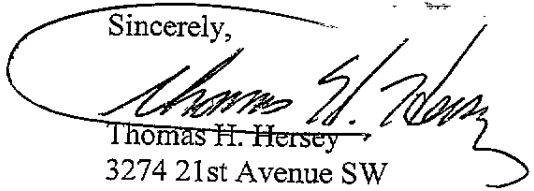
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*****35.00 *****35.00

To Whom It May Concern:

Enclosed please find completed Officer/Director Resignation form. I have also enclosed my personal check in the amount of \$35.00 for filing of same.

If you require any additional information, please do not hesitate to contact me at the number shown below.

Sincerely,



Thomas H. Hersey
3274 21st Avenue SW
Largo, FL 33774
727-585-6421

ba bay-air devices, inc.

TOM HERSEY
Vice President of Sales

"The manufacturer for advanced energy recovery systems"

11601 56th Court, Clearwater, FL 33760-4805
Ph: (727) 571-2243 Fax: (727) 572-7822
www.bay-air.com / e-mail: thersey@bay-air.com

FILED
00 NOV -7 AM 11:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Off Resign

T. LEWIS NOV 7 2000

FILED
00 NOV -7 AM 11:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

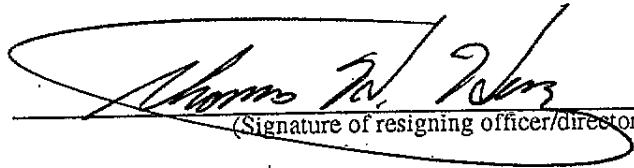
OFFICER / DIRECTOR RESIGNATION

I, THOMAS H. HERSEY, hereby resign as VICE PRESIDENT + DIRECTOR
(Title)

of BAY-AIR DEVICES, INC.
(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.


(Signature of resigning officer/director)

FILING FEE IS \$35.00