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AVSTAR COMPLETION CENTER INC.

FILED
00 NOV 27 AM 9:52
TALLAHASSEE, FLORIDA

VIA OVERNIGHT COURIER

November 20, 2000

State of Florida
Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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

Dear Sir or Madam:

RE: Avstar Completion Center Inc. - Change of Officer


As you may be aware, Avstar Completion Center Inc., a Delaware corporation, made a late submission of its Application By Foreign Corporation for Authorization to Transact Business in Florida. Avstar paid the late filing penalty as requested. It has now been brought to the writer's attention that the name of the President indicated on the application is incorrect. While Mr. Clinton Yuen was President of Avstar Completion Center from August 7, 2000 to August 31, 2000, Mr. Raymond Vanasse replaced Mr. Yuen in that capacity as of September 1, 2000. Therefore, we would appreciate your updating your files accordingly.

Enclosed you will find Avstar Completion Center Inc.'s original director's resolution reflecting the correct officer information. Enclosed you will also find a cheque in the amount of \$35.00, being the State of Florida's filing fee for making such an amendment.

We would appreciate receiving your confirmation of the update once same has been done.

Thank you very much for your assistance and should you have any questions, please do not hesitate to telephone the undersigned.

Yours very truly,
AVSTAR COMPLETION CENTER INC.

Per: 
Roger W. Proctor
Secretary/Treasurer
RWP/dm

Amend
12-5-00
RWP

**ACTION OF THE SOLE DIRECTOR
OF AVSTAR COMPLETION CENTER, INC.
BY WRITTEN CONSENT IN LIEU OF MEETING**

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, being the sole director of the Corporation, hereby takes the following action by written consent in lieu of holding a meeting regarding same, in accordance with the provisions of the Delaware Statutes and Section 5 of Article IV of the Corporation's by-laws:

WHEREAS Sharlene Brenkus is the sole director of the Corporation and consents to the within actions without a meeting;

WHEREAS Section 3 of Article V of the Corporation's by-laws allows the board of directors to remove any officer appointed by it whenever in its judgment the best interest of the Corporation will be served thereby;

WHEREAS the sole director of the Corporation has determined it to be in the best interest of the Corporation to remove Clinton Yuen as President effective immediately and appoint Raymond F. Vanasse to act as President of the Corporation;

NOW THEREFORE BE IT RESOLVED THAT:

1. Clinton Yuen be and he is hereby removed as President of the Corporation effective immediately;
2. Raymond F. Vanasse be and he is hereby appointed as President of the Corporation to serve for one year or until his successor is chosen and qualifies.

DATED this 1st day of September, 2000.


SHARLENE BRENKUS (Sole Director)