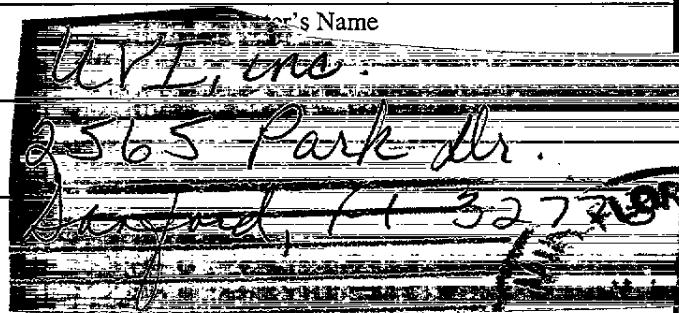


FD2000000169



Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_ (Document #)

2. \_\_\_\_\_ (Document #)

3. \_\_\_\_\_ (Document #)

4. \_\_\_\_\_ (Document #)

4. \_\_\_\_\_ (Document #)

300005136533--3  
-03/20/02-01043-018  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Certified Copy

Photocopy Certificate of Status

Robin

**NEW FILINGS**

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

**AMENDMENTS**

- Amendment
- Resignation of R.A. Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

**OTHER FILINGS**

- Annual Report
- Fictitious Name

**REGISTRATION/QUALIFICATION**

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

02 MAR 20 PM 1:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

3/26/02

Examiner's Initials *T. Lewis*

**RESIGNATION AS SHAREHOLDER, DIRECTOR, EMPLOYEE, AND OFFICER OF  
UVL INCORPORATED A/KA VUI, INCORPORATED (the "Corporation") AND RELEASE**

I, William M. Ucherek, hereby resign as Employee, Director and resign from all offices that I hold with the Corporation including resigning as Vice President and Treasurer. Further, I hereby assign, transfer and convey all of my ownership interest and stock in the Corporation to the Corporation. I irrevocably constitute and appoint Guy T. Vinci Attorney to transfer all of my shares in the Corporation on the books of the Corporation with full power of substitution in the premises.

I hereby release the Corporation and Guy T. Vinci and Robin L. Ontiveros from any claims, debts, or causes of action that I have, have had, now or in the future related to the activities of the Corporation.

I specifically direct all banks and stock brokerage firms having accounts with the Corporation, to remove my name from the accounts for all purposes including as a signatory to the accounts.

I agree not to do any business in the name of the Corporation including not trading stocks, not soliciting customers or clients of the Corporation for 3 years from the date hereof and not divulging any information about the business of the Corporation including not divulging information about the customer lists of the Corporation, business methods of the Corporation and clients of the Corporation. Further, I agree to deliver all Corporate records in my possession or available to me including the Corporate Book and Seal to Guy T. Vinci within 7 business days.

I agree to deliver to the Corporation within 7 days, all assets of the Corporation in my possession or available to me including the 150,000 shares of Juanita Mining stock (GEMM) to be deposited in the Corporate account at Bert Arnold Securities.

Venue for enforcement of this agreement shall be in Seminole County, Florida.

Dated: March 15, 2002.

Witness

Witness

State of Florida )  
County of Seminole )

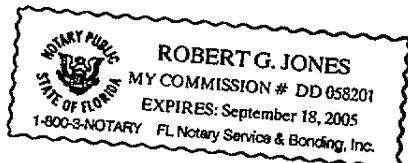
02  
MAP  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE  
FILED  
PM 1:22  
William M. Ucherek

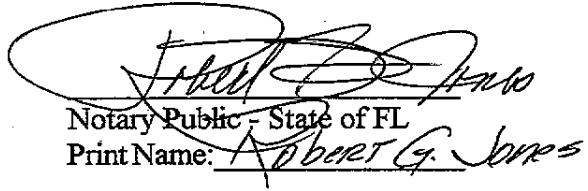
B8681029  
CALIFORNIA DRIVERS LICENSE

I certify that on this date before me, an officer, duly authorized in the state and county named above to take acknowledgments, personally appeared **WILLIAM M. UCHEREK**, person making acknowledgment, known to me to be or who proved to my satisfaction that he is the person described in and who executed the foregoing instrument, and he acknowledged before me that he executed the same and who are personally known to me or who provided **B8681029** as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 15<sup>th</sup> day  
of March, 2002.

(Affix Notarial Seal)



  
Notary Public - State of FL  
Print Name: Robert G. Jones

i:\fcw\clients\Vinci'Guy\Resignation\Ucherek