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1500 SAN REMO AVENUE
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TELEPHONE: (305) 662-4141
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JEFFREY C. ROTH, P.A.
DENNIS SCHOLL, P.A.

May 20, 1999

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

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-05/24/99--01075--008
*****35.00 *****35.00

Re: Custom Air Transport, Inc. - Recording of Resignation of
Officer and/or Director

Dear Sir:

Enclosed is the original of a Resignation of Officer and/or Director Affidavit for the above corporation. Also enclosed is my check in the amount of \$35.00. Please record the affidavit, and forward me written confirmation of the same. Thank you for your anticipated prompt attention to this matter.

Very truly yours,


JEFFREY C. ROTH

JCR:mg
Encls.

cc: Custom Air Transport, Inc.
Attn: Mr. Tony Romeo (by fax to 305-670-4168)

FILED
99 MAY 24 PM 4:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

711 MAY 28 1999

RESIGNATION OF OFFICER AND/OR DIRECTOR

AFFIDAVIT

STATE OF FLORIDA)

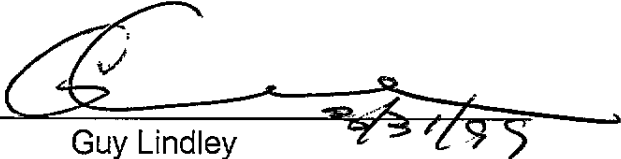
COUNTY OF BROWARD

FILED
99 MAY 24 PM 4:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned authority, personally appeared Guy Lindley, who by me being first duly sworn, says to the best of his knowledge, information and belief, and under penalties of perjury:

1. That Guy Lindley has resigned as Secretary/Treasurer of Custom Air Transport, Inc., a Florida corporation;
2. That the corporation has been notified in writing of the resignation; and
3. That corporate minutes relating to the resignation are unavailable.

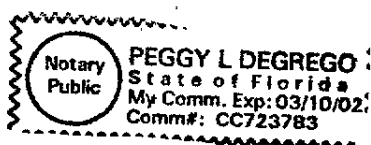
FURTHER AFFIANT SAYETH NAUGHT.


Guy Lindley

The foregoing instrument was sworn to, subscribed and acknowledged before me this 3RD day of MAY, by 1999 by Guy Lindley, who is personally known to me or who produced FLORIDA DRIVER'S LICENSE as identification, and who did/did not take an oath.


NOTARY PUBLIC

My Commission Expires:



Notary's Printed Name & Address:
PEGGY L. DEGREGO
3305 S.W. 9TH AVENUE 2ND FLOOR
FORT LAUDERDALE, FLORIDA 33315