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State of Florida
Secretary of State
Tallahassee, Fl

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-09/21/00--01069--008
*****35.00 *****35.00

re: change of corporate officers

Dear Sirs:

Enclosed please find an Corporate Officer Resignation form signed by the myself.

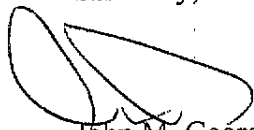
Prior to my resignation the following new officers were elected to the respective positions noted below.

President: Perry R. Tennell
325 John Ringling Blvd
Sarasota, Fl 34236

Vice President: Kamara J. Georgi
840 Tenacity Drive
Longmont, Co.80501

If you do have any questions, please feel free to call.

Sincerely,



John M. Georgi,
President, Topsiders, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 SEP 21 PM 12:27

officer Resignation
LFG
9-28-2000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 SEP 21 PM 12:27


OFFICER / DIRECTOR RESIGNATION

I, JOHN W. GEORGI, hereby resign as PRESIDENT
(Title)

of TOPSIDERS, 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