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Andrew L. Reiff, P.A.

ATTORNEY AND COUNSELOR AT LAW

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SOUTHTRUST BANK BLDG. SUITE 720
135 W. CENTRAL BLVD.
P.O. Box 1059
ORLANDO, FLORIDA 32802-1059

June 10, 1997

Secretary Of State
State Of Florida
Division Of Corporations
Post Office Box 6327
Tallahassee, Florida 32399

60000221 1566--5
-06/13/97--01056--010
*****35.00 *****35.00

Re: Catalyst-Reiff Associates, Inc.
(Resignation Affidavit)

Dear Sir or Madam:

Please file the enclosed Resignation Of Officer And/Or Director Affidavit of Fernando Gandarillas, who has resigned as Vice President and Director of the above referenced named corporation; and my firm's check number 3738 in the amount of \$35.00 for the cost of filing said document.

Thank you for your assistance in this matter. If you have any questions, please do not hesitate to call me.

Sincerely,



Andrew L. Reiff

ALR/mc
Enclosure

cc: Joseph Reiff

FILED
97 JUN 13 PM 12:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Joe
4/18

off. Resig.

RESIGNATION OF OFFICER AND/OR DIRECTOR

AFFIDAVIT

FILED
97 JUN 13 PM 12:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF BROWARD

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

1. That I have resigned as Vice President and Director of CATALYST-REIFF ASSOCIATES, INC. ARCHITECTURE-ENGINEERING, a Florida corporation;
2. That the corporation has been notified in writing of the resignation;
3. I have surrendered my stock to the Corporation and my rights to any options; and
4. That corporate minutes relating to the resignation are unavailable.

FURTHER AFFIANT SAYETH NAUGHT.

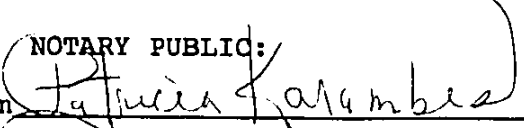


FERNANDO GANDARILLAS

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 19 day of MAY, 1997, by FERNANDO GANDARILLAS, as Vice President of CATALYST-REIFF ASSOCIATES, INC. ARCHITECTURE-ENGINEERING, a Florida corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification.

NOTARY PUBLIC:
sign 

print Patricia Karambis

State of Florida at Large (Seal)
My Commission Expires: Aug 26, 2000

 PATRICIA KARAMBIS
My Commission CC571122
Expires Aug. 26, 2000