

L74652

Gentleman:

I, THE UNDERSIGNED, hereby tender my resignation as Director
and Officer of K2W Group, Inc.

DATED: 1/30/97

800002186908--8
-05/21/97--01095--001
*****35.00 *****35.00

Very Truly Yours,

Harold W. Nielsen
Director

K2W Group, Inc.
1612 NW Boca Raton Blvd.
Suite #5
Boca Raton, Florida 33432

May 14, 1997

Division of Corporations
PO BOX 6327
Tallahassee, Florida 32314

Dear Sir or Madam:

Enclosed is a signed copy of my resignation as Director and Officer of K2W Group, Inc. along with a check for \$35 to make the change to state records.

Sincerely,



Karl Huelsenbeck

Please add to officers/Directors:

Kenneth R. Buss
780 S.W. 4TH ST.
BOCA RATON FL 33486

D/P/S