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TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 662607 4329479

AUTHORIZATION :

COST LIMIT : \$ 43.75

Patricia Pizito

*resignation
of
officer*

ORDER DATE : July 15, 2002

ORDER TIME : 11:13 AM

ORDER NO. : 662607-030

CUSTOMER NO: 4329479

CUSTOMER: Jennifer Treadwell, Paralegal
Baker & Hostetler LLP
200 South Orange Avenue
Suite 2300
Orlando, FL 32801

RECEIVED
02 JUL 15 AM 11:47
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: ENTREPRENEUR DEVELOPMENT
CORP.

EFFECTIVE DATE:

200006407042--6

XX ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Angie Glisar -- EXT# 1124

EXAMINER'S INITIALS:

AR
7/15/02

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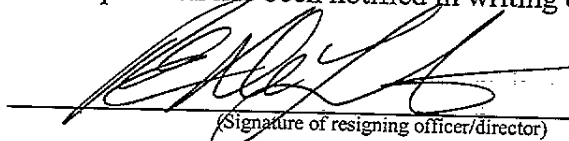
OFFICER/DIRECTOR RESIGNATION

I, Richard E. Delater, hereby resign as Director
(Title)

of Entrepreneur Development Corp.
(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)

Richard E. Delater

FILING FEE IS \$35.00

Make Checks payable to Florida Department of State and mail to:
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314