

N960000001109

May 30, 1997

Rick Shackle
710 Scenic Highway #303
Pensacola, Florida 32503

Florida Department of State
Sandra B. Mortham
Secretary Of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-06/23/97--01132--006
*****35.00 *****35.00

To whom it may concern:

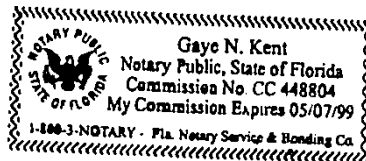
Implement my resignation from Empiricism Inc., contract #A6012 effective immediately.
The position of Vice-Chairman / Program Director is now vacant and can be filled at
the discretion of the elected Board.

Sincerely,

Rick Shackle

Rick Shackle
Vice-Chairman / Program Director

Gaye N. Kent, Notary



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Florida Department of State, Sandra B. Mortham, Secretary of State

OFFICER / DIRECTOR RESIGNATION

I, Richard Shackle, hereby resign as Vice Chairman / Region Director
(Title)

of Empirestate 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.

Richard Shackle
(Signature of resigning officer/director)

FILING FEE IS \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314