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TO: DIVISION OF CORPORATIONS

FROM: CARD SONGS OF AMERICA, INC.

DATE: 2 / 7 / 2001

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-02/19/01--01075--003
*****35.00 *****35.00

RE: REPORT OF CHANGE IN DIRECTOR AND OFFICER

THIS WILL ADVISE THAT:

- 1 ROY B. GOODMAN HAS RESIGNED AS DIRECTOR, AND IRIS BITTON IS THE NEW DIRECTOR.
2. ROY B. GOODMAN HAS RESIGNED AS PRESIDENT, SECRETARY AND TREASURER, AND IRIS BITTON IS THE NEW PRESIDENT, SECRETARY AND TREASURER.

COPIES OF THE RESIGNATION AND ACTION BY THE SOLE SHAREHOLDER AND SOLE DIRECTOR ARE ENCLOSED.

THE \$35.00 FEE FOR THIS NOTIFICATION IS ALSO ENCLOSED.

PLEASE CHANGE THE DIVISION'S RECORDS ACCORDINGLY.

CARD SONGS OF AMERICA, INC.

BY:

IRIS BITTON
IRIS BITTON, DIRECTOR, PRESIDENT,
SECRETARY, TREASURER

COVE & ASSOCIATES, P.A.
Business Law • Litigation • Trade Regulation

225 South 21st Avenue
Hollywood, Florida 33020

FILED
01 FEB 19 AM 10:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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RESIGNATION

THE UNDERSIGNED, ROY B. GOODMAN, hereby resigns as director,
president, secretary and treasurer of CARD SONGS OF AMERICA, INC.,
effective immediately.

The original and any copy of this Resignation may be relied upon by any
recipient as and for sufficient evidence of its intent and contents.

DATED this 7 day of February, 2001.



ROY B. GOODMAN

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACTION BY SOLE SHAREHOLDER AND
SOLE DIRECTOR

THE UNDERSIGNED, as Sole Shareholder and Sole Director of CARD SONGS OF AMERICA, INC., hereby takes the following action:

Effective upon the resignation of the undersigned as Sole Director, the following person shall serve as sole director of the Corporation until death, disability, resignation or removal by majority vote of the shares of the Corporation:

IRIS BITTON.

Effective upon the resignation of the undersigned as president, secretary and treasurer, the following person(s) shall serve as officers of the Corporation until death, disability, resignation or removal by the Board of Directors/Sole Shareholder:

- A. As president; IRIS BITTON;
- B. As secretary, IRIS BITTON; and
- C. As treasurer. IRIS BITTON.

DATED this 7 day of February, 2001.



ROY B. GOODMAN, Sole Shareholder
and Sole Director

[SEAL]