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FLORIDA DEPARTMENT OF STATE SECRETARY OF STATE DIVISION OF CORPORATIONS 409 E. GAINES STREET TALLAHASEE, FL, 32399

CORP. # P0000030196

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THIS LETTER IS TO REMOVE MR CARLOS BOERI FROM THE BOARD OF DIRECTORS OF AUDIO & VIDEO DEPOT INC, WHO RESIGNED ON THE 01/03/2002. PLEASE SEE ATTACHED ORIGINAL OF RESIGNATION LETTER.

SINCERELY

FEDERACO KASSLATER

President

Carlos Boeri Audio Video Solutions Audio Video Solutions 107200 NW 25th Street, Saite A104 Norum, Fla. 33172 Norum, Fla. 33172 305-640-0565 FILEU

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SEORETARY OF STATE
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off Perego T. Ceurs 2/12/02



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

February 1, 2002

CARLOS BOERI AUDIO VIDEO SOLUTIONS 10200 N.W. 25TH STREET, SUITE A104 MIAMI, FL 33172

SUBJECT: AUDIO & VIDEO DEPOT, INC. Ref. Number: P00000030196

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

The fee to file your document is \$35.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6905.

Letter Number: 502A00006354

Thelma Lewis
Corporate Specialist Supervisor

To:

AUDIO & VIDEO DEPOT INC 10200 NW 25TH STREET SUITE A 104 MIAMI, FLORIDA, 33172



RESIGNATION OF DIRECTOR

I, CARLOS ENRIQUE BOERI, HEREBY RESIGN MY POSITION AS DIRECTOR OF AUDIO & VIDEO DEPOT INC, TO TAKE EFFECT AT THE CONCLUSION OF THE MEETING OF BOARD OF DIRECTORS, AT WICH THIS RESIGNATION IS ACCEPTED DATED: 01/03/2002

CÁRLOS E. BOERI