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BASIC AMENDMENT

NAOMI INTERNATIONAL, INC.

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Resign. 05/16/02

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FLORIDA DEPARTMENT OF STATE, KATHERINE HARRIS, SECRETARY OF STATE

RESIGNATION OF OFFICER AND DIRECTOR

I, GENEVIEVE MENAGED, hereby resign as Officer and/or Director of NAOMI INTERNATIONAL, INC., a corporation organized under the laws of the State of Florida, effective April 24, 2002.

That the corporation has been notified in writing of the resignation.

GENEVIEVE MENAGED

SECRETARY OF STATE DIVISION OF CORPORATIONS

FILING FEE IS \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314 (850) 487-6051

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