PODDOO 108977 OVERTON CONSTRUCTION & DEVELOPMENT, INC.

1814 Palmer Ave. Winter Park, FL 32792 407-678-7875 Tel 407-678-1041 Fax

TRANSMITTAL LETTER

January 6, 2001

Department of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314 500003532906--3 -01/11/01--01060--002 *****35.00 *****35.00

SUBJECT:

OVERTON CONSTRUCION & DEVELOPMENT, INC.

P00000108977

To Whom It May Concern:

Enclosed is an Officer Resignation and a check in the amount of Thirty-Five Dollars (\$35.00) to pay the filing fee. Should you have any questions, please feel free to give me a call at 407-678-5620.

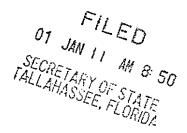
Sincerely,

L.D. Overton III

Director

FILED 8: 50

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OFFICER RESIGNATION

I, Tamara R. Overton, hereby resign as Secretary of Overton

Construction & Development, Inc., a corporation organized under the laws of the State of Florida and affirm that the corporation has been notified in writing of the resignation.

Dated this 5th day of January, 2001.

By: Tamara R. Overton