

LAW OFFICES
ADLER, TOLAR & ADLER

1700 N.E. 26TH STREET, SUITE 4
FORT LAUDERDALE, FLORIDA 33305

JOHN N. TOLAR (1912 - 1978)

FRANK C. ADLER (1919 - 1997)

KARL W. ADLER

TOLAR PHONE (954) 566-3237

ADLER PHONE (954) 566-3239

*Member of Florida
and Texas Bars

P010000001587

January 8, 2002

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: CHISPA VISUAL COMPANY

3000004765029--7
-01/10/02--01055--009
*****70.00 *****35.00

To Whom It May Concern:

Enclosed please find the following items which have been forwarded to you for proper filing within the State of Florida and as it relates specifically to the above-referenced entity:

1. Original - Resignation of Officer & Director:

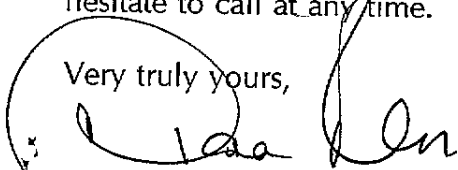
- A. William A. Milam
- B. Toni Montgomery

2. This firm's check #002057 in the amount of \$70.00 representing the fee for these two resignation filings

Please return any confirming documentation to this office so we may document our client's corporate file accordingly.

Should you require anything additional or have any questions in this regard, please do not hesitate to call at any time.

Very truly yours,


DIANA CLEMENS ROSS
Legal Assistant to
KARL W. ADLER, ESQUIRE

:dcr
encs - as noted

FILED
02 JAN 10 PM 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


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CDR
2/10/02
OK

RESIGNATION OF OFFICER and DIRECTOR

Pursuant to the provisions of sections 607.0502(2), 617.0502(2), 607.1509, or 617.1509, Florida Statutes, the undersigned TONI MONTGOMERY, hereby resigns as Officer and Director for CHISPA VISUAL COMPANY.

Said resignation shall be effective with the date of this document, or January 02, 2002.

A copy of this resignation was hand delivered to the above listed corporation care of its President.


OFFICER - TONI MONTGOMERY

If signing on behalf of an entity:-

(Type or printed name)

(Capacity)

FILED
02 JAN 10 PM 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA