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MARIAN A. LINDQUIST, P.A.
Attorneys at Law

SECRET
DIVISION 0
01 APR 17 PM

Suite 625A
1975 East Sunrise Boulevard
Fort Lauderdale, Florida 33304
(954) 767-9359

Marian A. Lindquist

April 11, 2001

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

900004013029
-04/17/01--01051-01
*****35.00 *****35.00

RE: McPhail Laboratories, Inc.

Dear Sir or Madam:

I have enclosed the original and two (2) copies of my Resignation of Director for the above corporation, along with my check in the amount of \$35.00.

Thank you for your cooperation and attention to the above. If you have any questions regarding the above, please do not hesitate to contact me.

Sincerely,

Marian A. Lindquist

MAL:tk
Enclosures

O/D resig.

V. SHEPARD APR 26 2001

RESIGNATION OF DIRECTOR

STATE OF FLORIDA
COUNTY OF BROWARD

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 APR 17 PM 2:42

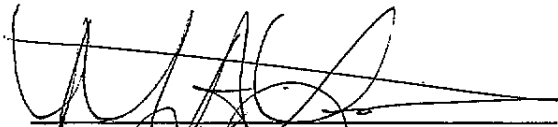
BEFORE ME, the undersigned authority, personally appeared
MARIAN A. LINDQUIST who, by me being first duly sworn, says to the
best of her knowledge, information and belief and other penalties
of perjury.

1. That she has resigned as Director of MCPHAIL
LABORATORIES, INC., a Florida corporation;

2. That the corporation has been notified in writing of the
resignation; and

3. That corporate minutes relating to the resignation are
unavailable.

FURTHER AFFIANT SAYETH NOT.


Marian A. Lindquist

Sworn to and subscribed before me this 11th day of April,
2001.


Notary Public

Seal

NOTARY PUBLIC - STATE OF FLORIDA
CONNIE J. IVES
COMMISSION # CC704040
EXPIRES 12/31/2002
BONDED THRU ASA 1-888-NOTARY1