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LAW OFFICES OF
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MEMBER OF FLORIDA & NEW YORK BARS

WARREN MAMBERG
OF COUNSEL
MEMBER OF NEW YORK BAR

November 5, 2001

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

500004671855--2
-11/08/01--01020--007
*****35.00 *****35.00

Re: THE XCHANGE GROUP, INC.
THE XCHANGE GROUP OF POMPANO, INC.

Gentlemen:

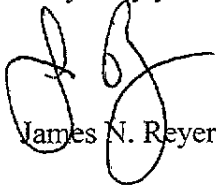
Enclosed please find an Officer / Director Resignation for William Maxakoulis for the following corporations:

1. THE XCHANGE GROUP, INC.
2. THE XCHANGE GROUP OF POMPANO, INC

We enclose two checks in the amount of \$35.00 for the filing fees in the above matter.

Thank you for your cooperation in this matter.

Very truly yours,


James N. Reyer

enc.
JR/lsr

FILED
01 NOV -8 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Officer Resignation

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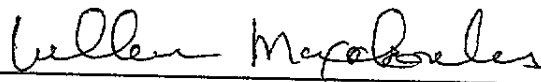
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OFFICER / DIRECTOR RESIGNATION

THE XCHANGE GROUP, INC.

I, WILLIAM MAXAKOULIS, hereby resign as Director and Secretary of THE XCHANGE GROUP, INC., a corporation organized under the laws of the State of Florida, effective immediately, and affirm that the corporation has been notified in writing of the resignation.

Dated this 6th day of November, 2001.


William Maxakoulis - Director/Secretary

FILED
01 NOV -8 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA