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*****SPEED MEMO*****

June 12, 2002

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: ATC Produce Inc.

Dear Sir:

Please find enclosed Officer/Director Resignation form, and check in the amount of \$35.00 covering the total filing fee.

Please return your acknowledgment to:

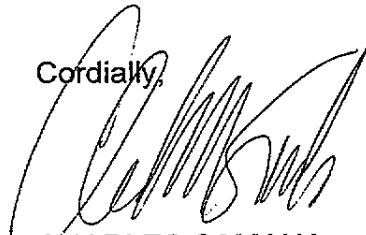
Charles M. Samaha, Esq.
Post Office Box 450
St. Petersburg, FL 33731-0450

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*****35.00 *****35.00

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02 JUN 17 PM 3:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Thank you for your assistance in this matter.

Cordially,

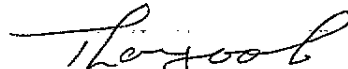

CHARLES SAMAHA

Encl.

Ps 6/19/02
d/d Les

RESIGNATION OF DIRECTOR

I, Abu Tayub Chowdhury, do hereby tender my resignation as Director of ATC Produce, Inc., effective immediately. Said corporation is organized under the laws of the State of Florida and I affirm that the said corporation has been notified in writing of this resignation.


Abu Tayub Chowdhury

Dated: 6/12/02

**CONSENT AND WRITTEN ACTION BY THE BOARD
OR DIRECTORS TAKEN IN LIEU OF MEETING OF
DIRECTORS OF ATC PRODUCE, INC.**

The undersigned, being all the Directors of ATC Produce, Inc., do hereby consent and take the following written action in lieu of a meeting of the Board of Directors pursuant to s.607.0821, Fla. Stat.:

- 1) The resignation of Abu Tayub Chowdhury is accepted and in his place, Mohamed Elsayed, is elected Director of ATC Produce, Inc.
- 2) The effective date of this action shall be 6/12/02.
- 3) The signing of this consent by the undersigned shall constitute full ratification of the action taken herein.

Dated: 6/12/02


Mohamed Elsayed, Director

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TALLAHASSEE, FLORIDA