

P05000/20522

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07 SEP 18 PM 12:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Roberts SEP 27 2007

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Source Group International, Inc.
(Name of Corporation)

DOCUMENT NUMBER: P05000120522

The enclosed Officer/Director Resignation for a Corporation and fee are submitted for filing.
Please return all correspondence concerning this matter to the following:

Wayne E. Hunt

(Name of Person)

Source Group International, Inc.

(Name of Firm/Company)

37 North Orange Avenue, Suite 500

(Address)

Orlando, FL 32801

(City/State and Zip Code)

For further information concerning this matter, please call:

Wayne E. Hunt

(Name of Person)

at (407) 695-4010, X701

(Area Code & Daytime Telephone Number)

Enclosed is a check for \$35.00 made payable to the Florida Department of State.

Street Address:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Mailing Address:

Amendment Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

**OFFICER / DIRECTOR RESIGNATION
FOR A CORPORATION**

FILED
07 SEP 18 PM 12:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, Timothy N. Cash, hereby resign as Vice-President
(Title)

of Source Group International, Inc.,
(Name of Corporation)

P05000120522, a corporation organized under the laws of the State of
(Document Number, if known)

Florida (SEE RESOLUTION).

 for Timothy N. Cash (see attached Resolution)
(Signature of resigning officer/director)

FILING FEE IS \$35.00

Make checks payable to Florida Department of State and mail to:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RESOLUTION OF SOURCE GROUP INTERNATIONAL, INC.

The undersigned, being all of the members of the Board for SOURCE GROUP INTERNATIONAL, INC., a Florida Corporation (the "Company") hereby states that, after a duly noticed Special Meeting of the Shareholders of SOURCE GROUP INTERNATIONAL, INC., the then qualified Shareholders of said corporation entitled to vote on Company matters duly and properly adopted the following Resolution at a Special Meeting of the Shareholders on August __, 2007, at which a quorum was present, and by unanimous consent of the Shareholders, pursuant to all requirements of the Company's Articles of Incorporation and its Bylaws:

BE IT RESOLVED, that pursuant to confidential Settlement Agreement, the Company shall dissolve Source Training Group, LLC, effective as of the date hereof.

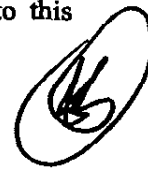
BE IT FURTHER RESOLVED, that pursuant to the same confidential Settlement Agreement, Timothy N. Cash ("Cash") shall, within five (5) days of the date hereof, relinquish to the Company his forty percent (40%) ownership of the Company and return any and all shares in his possession reflecting such ownership.

BE IT FURTHER RESOLVED, that the non-compete provision of the Shareholder Agreement involving Timothy Cash shall remain in full force and effect except as expressly stated otherwise in the Settlement Agreement.

BE IT FURTHER RESOLVED, that pursuant to the same confidential Settlement Agreement, Timothy N. Cash ("Cash") shall become personally and fully liable for the 2006 Ford Expedition lease and insurance on the vehicle, VIN 1FMPU17516LA65176, beginning with the payment due August 28, 2007. As of that date, neither SGI nor Wayne E. Hunt ("Hunt") shall be liable for the lease or for the insurance on the vehicle.

BE IT FURTHER RESOLVED, that pursuant to the same confidential Settlement Agreement, Timothy N. Cash ("Cash") shall remain personally liable for \$4,961.26 of the outstanding balance of the STG corporate credit card from Bank of America, to be paid in full by December 31, 2007.


BE IT FURTHER RESOLVED, that the Shareholders of the Company hereby ratify all of the acts of the officers hereof with regard to the said action which may have occurred prior to this Resolution being made.




That no further action is required by the Company to effectuate the purposes stated in this Resolution.

That the foregoing Resolution is in conformity with the Company's Articles of Incorporation and Bylaws and the said Resolution is in full force and effect and has not been rescinded or modified.

IN WITNESS WHEREOF, I have affixed my name this ____ day of August, 2007.



WAYNE HUNT
President / Director



TIMOTHY CASH
Vice-President / Director

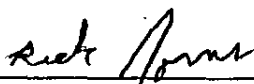


RICHARD NORRIS
Director

STATE OF FLORIDA)
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me the ____ day of August 2007, by WAYNE HUNT, as President / Director of SOURCE GROUP INTERNATIONAL, INC., a Florida Corporation, on behalf of said Corporation, who is personally known to me or who produced _____, as identification.

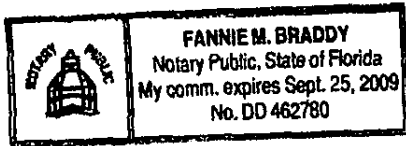




NOTARY PUBLIC - State of Florida
Print Name Rick Norris
My Commission Expires: _____

STATE OF FLORIDA)
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me the 20 day of August 2007, by TIMOTHY CASH, as Vice-President / Director of SOURCE GROUP INTERNATIONAL, INC., a Florida Corporation, on behalf of said Corporation, who is personally known to me or who produced FL Drivers License, as identification.



(NOTARY SEAL)

STATE OF FLORIDA)
COUNTY OF ORANGE)

Fannie M. Brady
NOTARY PUBLIC - State of Florida

Print Name Fannie M. Brady
My Commission Expires: 9/25/09

The foregoing instrument was acknowledged before me the ____ day of August 2007, by RICHARD NORRIS, as Director of SOURCE GROUP INTERNATIONAL, INC., a Florida Corporation, on behalf of said Corporation, who is personally known to me or who produced _____, as identification.

(NOTARY SEAL)



Vickie Morris
NOTARY PUBLIC - State of Florida

Print Name Vickie Morris
My Commission Expires: 1/24/11

AM