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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: RESIGNATION OF OFFICER

(Name of Corporation)

DOCUMENT NUMBER: P06000025239

The enclosed Officer/Director Resignation for a Corporation and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

ARGENE GRECO

(Name of Person)

C/O JACK HORN

(Name of Firm/Company)

3411 RICHMOND AVENUE SUITE #350

(Address)

HUSTON, TX 77046

(City/State and Zip Code)

For further information concerning this matter, please call:

JACK HORN

(Name of Person)

at (713) 520-1986 EXT. 1

(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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**OFFICER / DIRECTOR RESIGNATION
FOR A CORPORATION**

2006 APR 10 AM 10:33

I, ARGENE GRECO, hereby resign as VICE PRESIDENT
(Title)

of ART RECUP OF ITALY, INC.
(Name of Corporation)

P06000025239, a corporation organized under the laws of the State of
(Document Number, if known)

FLORIDA

Sarah Wilson as per Argene Greco
(Signature of resigning officer/director) (Power of Attorney)

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

TEXAS STATUTORY DURABLE POWER OF ATTORNEY

NOTICE: THE POWERS GRANTED BY THIS DOCUMENT ARE BROAD AND SWEEPING. THEY ARE EXPLAINED IN THE DURABLE POWER OF ATTORNEY ACT, CHAPTER XIII, TEXAS PROBATE CODE. IF YOU HAVE ANY QUESTIONS ABOUT THESE POWERS, OBTAIN COMPLETE LEGAL ADVICE. THIS DOCUMENT DOES NOT AUTHORIZE ANYONE TO MAKE MEDICAL AND OTHER HEALTHCARE DECISIONS FOR YOU. **YOU MAY REVOKE THIS POWER OF ATTORNEY IF YOU LATER WISH TO DO SO.**

1. PRINCIPAL. My name, address, and other information are:

| | Name and Address | Other information |
|-----------|---|---|
| Principal | Argene Greco Fio dor Street, Genoa 16128 and 1901 Post Oak, Unit 4101 Houston, Texas 77056 | Telephone (cellular) 713.269.0179 Marital status Separated Social Security # A 215.39.4755 |

2. AGENT and ALTERNATE AGENT(S). I appoint the persons named below as my Agent and Alternate Agent(s):

| | | |
|-----------------|--|---|
| Agent | Jason Li berson Fic dor Street Genoa 16128, ITALY | Telephone (cellular) 713.269.0179 Relation to Principal Son Italian Passport |
| First Alternate | Vanessa Li berson Fic dor Street Genoa 16128, ITALY | Telephone (cellular) 713.269.0179 Relation to Principal Daughter Italian Passport |

If any Agent named above refuses to act for a period of **sixty (60)** days or more - or resigns, dies, files in bankruptcy, has a guardian appointed, or becomes disabled - without any further action by any person, the next Alternate Agent named will become my Agent. While serving, each Alternate Agent will have all the powers of the first Agent named.

NOTICE: CROSS OUT EACH POWER THAT YOU WISH TO WITHHOLD. IF NO LINES ARE CROSSED OUT, THE AGENT HAS ALL POWERS DESCRIBED IN THE TEXAS DURABLE POWER OF ATTORNEY ACT.

3. STATUTORY POWERS. I give person serving as my Agent **all of the following powers that I have not crossed out**, as described in the Texas Durable Power of Attorney Act:

- (A) real property transactions.
- (B) tangible personal property transactions.
- (C) stock and bond transactions.
- (D) commodity and option transactions.
- (E) banking and other financial institution transactions.
- (F) business operating transactions.
- (G) insurance and annuity transactions.
- (H) estate, trust, and other beneficiary transactions.
- (I) claims and litigation.
- (J) personal and family maintenance.
- (K) benefits from social security, Medicare, Medicaid, or other governmental programs or civil or military service.
- (L) retirement plan transactions.
- (M) tax matters.

The power extends to after-acquired property and to property outside the state of Texas.

IF NO POWER LISTED ABOVE IS CROSSED OUT, THIS DOCUMENT WILL BE CONSTRUED AND INTERPRETED AS A GENERAL POWER OF ATTORNEY, AND MY AGENT (that is, my Attorney in Fact) HAS THE POWER AND AUTHORITY TO PERFORM OR UNDERTAKE ANY ACTION THAT I COULD PERFORM OR UNDERTAKE IF I WERE PERSONALLY PRESENT.

You may limit the recipient of gifts, such as "Only to my spouse," "Only to my spouse and children," or "Only to someone who is a beneficiary under my will."

If there is likely to be an estate tax, we usually recommend giving this power.

4. HOW MANY AGENTS CAN I HAVE?

You may name as your agent one person - or several people, such as:

- Two people who can each act independently of the other.
- Two people who can act only by mutual agreement.

Naming one person has the advantage of simplicity.

Naming two people who can act independently gives flexibility, but has the risk of creating chaos if they disagree.

Naming two people who can act only by mutual agreement has the usual advantages and disadvantages of a committee.

5. WHAT IF MY AGENT CANNOT SERVE?

You can name one or more people as successor agents. If you do, you should state in some detail when the successor takes over.

Obviously, the successor takes over if the prior agent dies. Any condition that you specify other than death introduces new areas of uncertainty. For example, defining the disability of an agent has the same problems as defining the disability of the principal.

In many situations we recommend naming two agents to act independently.

If this is not appropriate for you, we usually recommend one or two successors.

6. CAN MY POA BE REVOKED?

Your POA is automatically revoked by your death. In Texas, your POA is automatically revoked if a court appoints a guardian for you.

In addition, as long as you have the mental capacity to do so, you can also revoke your POA by a document of revocation.

However, anyone who has received a POA from you, or from your agent, can continue to rely on it until that person receives notice of revocation. You and your agent should keep a list of every person and company who receives a POA to so that the recipient can be notified if you wish to revoke.

Because of the possibility that your POA has been revoked, most financial institutions will require your agent to certify these things in writing: You do not have a legal guardian, you have not revoked your POA, and you are still alive. You may even be called, to confirm that you are alive!

7. WHAT ABOUT BANK ACCOUNTS?

By adding a person's name to your bank signature card, you can allow the person to sign checks and withdraw cash for expenses without having a power of attorney.

If you have a power of attorney, your agent can add himself to your bank accounts.

NOTE: Revoking your POA does not automatically take anyone off your bank account.

8. **SIGNATURE** My signature below indicates that, before signing my Power of Attorney, I have read, and I understand, this information.

| PRINTED NAME | SIGNATURE | DATE |
|--------------|----------------------|----------------|
| ARGENE GREGG | x <i>[Signature]</i> | March 16, 2006 |

INFORMATION ABOUT YOUR STATUTORY DURABLE POWER OF ATTORNEY

A STATUTORY DURABLE POWER OF ATTORNEY IS AN IMPORTANT LEGAL DOCUMENT. READ THIS INFORMATION BEFORE SIGNING IT.

1. WHAT IS A POWER OF ATTORNEY ("POA")?

A POA is a document in which one person gives another person the power to act for him or her. The person giving the authority to act is called the "Principal." The person receiving the authority to act is called the "Agent" or the "Attorney in Fact."

2. WHEN DOES MY POA BECOME EFFECTIVE?

You have a choice: Your POA can be effective "immediately" or "upon disability."

- A. **Effective "immediately."** The advantage of "immediately" is certainty and ease of use - there is no question that the POA is effective.
- B. **Effective "upon disability."** The advantage of "upon disability" is that your agent has no power over your property until it is physically or mentally necessary for that to happen.

However, the disadvantage is, when the POA is needed, it is not easy for your agent to use. The agent must get a letter from a doctor that you are disabled, which takes time and may have a cost. If the language of the doctor's letter is not perfectly clear, there may be a further delay to get the letter interpreted.

If there is a very high trust level between you and your agent, we usually recommend "effective immediately" because of its convenience and certainty.

3. WHAT POWERS DOES MY AGENT HAVE?

Unless you limit the authority, your agent can do virtually anything with your property that you could do yourself. Obviously, your agent should be a person in whom you have complete trust.

The basic Texas form for POA list 12 categories of general powers. You can give, or withhold, any of these powers. You can also give additional powers.

GENERAL POWERS

The statutory categories of powers are designated "A" through "M." They cover a variety of routine financial matters - banking, securities, real estate, government benefits, retirement plans, taxes, etc. These powers are defined in detail in the Texas Probate Code.

To withhold a power, just line it out on the POA.

ADDITIONAL POWER - "A TRUST FOR MY BENEFIT"

Sometimes a trust for your own benefit can accomplish your objectives better than power of attorney. For example, a trust might be desirable if you or your agent lives, or might move, out of Texas; if you own real estate out of Texas; or if you own a large number of properties that are complicated to transfer.

If you also give your agent this power, your agent can create a trust for your benefit. After a trust is created, your agent can transfer your property to it.

In these situations, we usually recommend giving your agent the power to create and/or transfer your property, a trust for your own benefit.

ADDITIONAL POWER - "MAKE GIFTS"

If a person's assets could be subject to estate tax at death, the power to make gifts could save a substantial amount of tax for your heirs. If you want your agent to have this power, you must say so specifically.

You may limit the amount of gifts, such as "Only up to \$10,000 per year" or only in the amount necessary to avoid estate tax."

ON THE FOLLOWING LINES YOU MAY LIMIT OR EXTEND THE POWERS OF YOUR AGENT.

4. ADDITIONAL POWERS. I also give my Agent each of the following powers in this section that I have indicated by initialing, and not lining out, below.

| | |
|-----|--|
| AG. | To convey or encumber any real property, including my residence known as: The Lofts on Post Oak, Unit 4101, 1901 Post Oak, Houston, Texas 77056. |
| AG. | To make gifts to any descendant of mine in amounts not to exceed, in anyone years, the gifts tax annual exclusion under the Internal Revenue Code. |
| AG. | To make gifts to any descendant of mine in amounts not to exceed my unused exemption equivalent under Internal Revenue Code. |
| AG. | To appoint, and to revoke the appointment of, Substitute Agents. Any Substitute Agents shall have only the powers stated in the document appointing them; may have any term of office not extending beyond the term of office of my Agent; and need not have the knowledge or expertise of my Agent. |

UNLESS YOU INDICATE OTHERWISE, THIS DOCUMENT IS EFFECTIVE IMMEDIATELY AND WILL CONTINUE UNTIL IT IS REVOKED.

5. EFFECTIVE DATE. The effective date is as I have initialed, and not lined out, below.

| | |
|--------------------|---|
| AG. | This power of attorney is effective immediately. |
| <i>[Signature]</i> | This power of attorney is effective when or more licensed physicians certify in writing that I am unable to handle my financial affairs. |

6. TERMINATION; REVOCATION; RELIANCE; COPIES.

This power of attorney does not terminate upon my disability or incapacity or by my later recovery. It does not expire on a future date.

This power of attorney is revocable, and it revokes all my prior powers of attorney.

Any third party may rely on this document until he or she or it receives actual notice that it has been revoked. I authorize and direct my Agent to indemnify any person for any loss from relying on this document or any action taken pursuant to this document after it was revoked and before notice of revocation was received.

I authorize my Agent to sue for damages - and/or sue for specific performance - any person who refuses to act in reliance on this document.

A copy, facsimile transmission (fax), or electronic transmission (E-mail) of this document - or a revocation of this document - shall be as valid as an original.

7. DUTIES. My Agent will immediately report in writing to me any transaction by my Agent pursuant to this document.

| | |
|--|---------------------------------|
| Argene Greco, Principal March 14, 2006 | x <i>[Signature]</i> |
| STATE OF TEXAS § COUNTY OF HARRIS § On the date last stated above, Argene Greco , Principal, acknowledged this document before me. I am a duly qualified Notary Public in the State of Texas. | x <i>[Signature]</i> S-E-A-L |

By accepting or acting under the appointment, the attorney in fact or agent assumes the fiduciary and other legal responsibilities of an agent.