

ROBERT T. MAHER, ESQ.

CERTIFIED CIRCUIT COURT MEDIATOR
CERTIFIED COUNTY COURT MEDIATOR
BUSINESS LAW
CONSTRUCTION & LIEN LAW

093000077024

1601 JACKSON STREET
SUITE 201
FORT MYERS, FLORIDA 33901
(941) 337-1707
(941) 337-1907 FAX
rmaherbob@aol.com

April 2, 2002

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

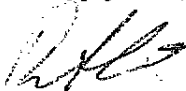
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****105.00 *****35.00

Re: Compass Oil, Inc.

Dear Madam or Sir:

Enclosed are the resignations of Lloyd L. Lathrop, Michael J. Doherty and Homer F. Downs as officers and directors of the above named for profit corporation together with my check for the filing fees.

Sincerely yours,



Robert T. Maher

FILED
02 APR -5 PM 12:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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off/dm

OFFICER AND DIRECTOR RESIGNATION

I, HOMER F. DOWNS, hereby resign as Secretary and Treasurer and Director of
COMPASS OIL, INC., a corporation organized under the laws of the State of Florida and
affirm that the corporation has been notified in writing of the resignation.


HOMER F. DOWNS

FILED

02 APR -5 PM 12: 12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA