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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 FEB 13 PM 12:03

GARY R. EDWARDS
TAX ACCOUNTANT
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AVENTURA, FLA. 33180
(305) 947-2121

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input checked="" type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

02-17-98

Examiner's Initials	CC
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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OFFICER / DIRECTOR RESIGNATION

I, TIM BREVIL, hereby resign as President / Director
(Title)

of CHEMLINE MARKETING GROUP, INC
(Name of Corporation)

a corporation organized under the laws of the State of FLA.

and affirm that the corporation has been notified in writing of the resignation.

SEE ATTACHED
(Signature of resigning officer/director)

FILING FEE IS \$35.00

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SECRETARY OF CORPORATIONS
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RESIGNATION

TO: THE BOARD OF DIRECTORS

I hereby tender my resignation as an Officer and Director of CHEMLINE MARKETING GROUP, INC., a Florida Corporation, to take effect immediately upon presentation.

DATED: January 26, 1998

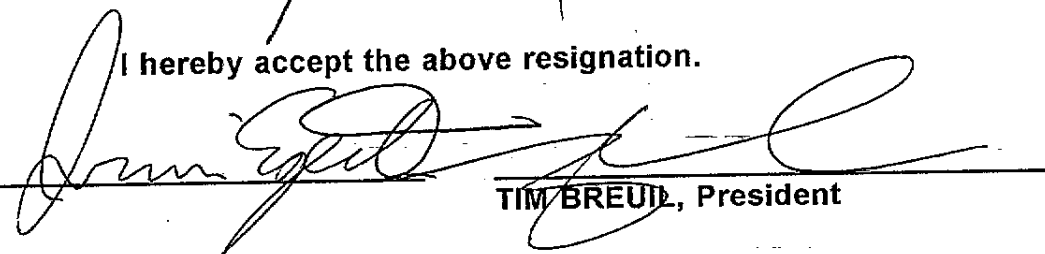
Witness:




MARTIN PANICH, Vice President

I hereby accept the above resignation.

Witness:



TIM BREUID, President