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Lawrence Schindler
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FILED
98 OCT -8 PM 12:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sent Via Fax (305) 670-0194

October 1, 1998

Mr. Jeffrey I. Binder
HP AMERICA, Inc.
9350 S. Dixie Highway
Suite 1220
Miami, Florida 33156

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

Dear Jeff,

At the time of separation from HP AMERICA, Inc. and its subsidiary companies, I also resigned as an Officer and Director of each company. Blanca previously assured me, that my name had been removed as an officer and/or Director of each of HP America, Inc. and subsidiary companies.

It has come to my attention, that I am still listed as a Vice President of HP America, Inc. on the State of Florida's files.

My position was terminated on May 1, 1998. Please again accept my resignation from this position, and well as all other positions within the HP AMERICA, Inc. family of companies.

As always, I wish you my best in the success of the HP America, Inc.

Very truly yours,



Lawrence Schindler

VS OCT 13 1998

O/D resig.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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TALLAHASSEE, FLORIDA

OFFICER / DIRECTOR RESIGNATION

I, Lawrence Schindlen, hereby resign as VP
(Title)

of HP America Inc.
(Name of Corporation)

a corporation organized under the laws of the State of Florida

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

[Signature]
(Signature of resigning officer/director)

FILING FEE IS \$35.00