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JAMES F. GRAY

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January 4, 2002

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

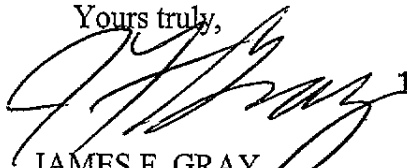
By Certified U.S. Mail
Article No. 70993400001008990287

Re: Officer/Director Resignation for North American International Financial Corporation

Dear People:

Enclosed please find the original Officer/Director Resignation for Rebecca Y.Y. Jaw as Treasurer of North American International Financial Corporation and trust check number 5332 in the amount of \$35.00 for your filing fee. Thank you.

Yours truly,


JAMES F. GRAY
Attorney for Mrs. Jaw

100004772631--9
-01/14/02--01041--014
*****35.00 *****35.00

JFG/kam
enc.

cc w/enc.: North American International Financial Corporation
Attn: Eugene Richter, Registered Agent
3461 S.W. Williston Road
Gainesville, Florida 32608

FILED
02 JAN 14 PM 4:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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JAN 16 2002

FILED
02 JAN 14 PM 4:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

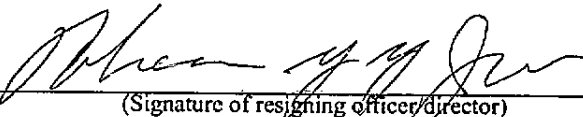
OFFICER / DIRECTOR RESIGNATION

I, Rebecca Y. Jaw, hereby resign as Treasurer
(Title)

of North American International Financial Corporation,
(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 of resigning officer/director)
Rebecca Y. Jaw

I was locked out of the premises and excluded from all access to the corporate books, records, and check books in July of 1999 and have had no ability to manage the business or pay creditors since that time.

FILING FEE IS \$35.00

**Make checks payable to Florida Department of State and mail to:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314**