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DIVISION OF CORPORATIONS  
02 JUN 28 PM 3:49

December 31, 2001

Mr. Tomás C. Morell  
CEO  
Covey Leadership Center Latin America, Inc.  
107 N. Virginia Avenue  
Winter Park, FL 32789

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-07/01/02--01013--005  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

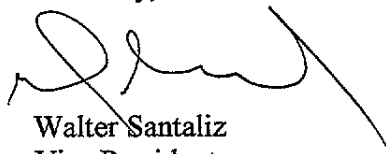
Dear Tomás:

It has been nearly five years since we first started this corporation and it has been a time of great toil and sacrifice for both of us. At the same time, I have lived many enriching experiences (that included extensive travel in Central and South America and Europe), and enjoyed working with you and Carmen. I would not change it for anything.

I want to inform you of my wish to resign as officer and director of Covey Leadership Center Latin America, Inc. effective December 31, 2001.

I wish you both the best and want to convey the deep friendship that exists and will remain after this dissolution.

Cordially,

  
Walter Santaliz  
Vice President

*o/d resign*

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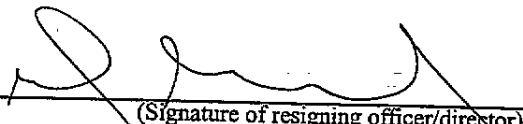
## OFFICER / DIRECTOR RESIGNATION

I, WALTER SANTALIZ, hereby resign as Vice President  
(Title)

of COVEY LEADERSHIP CENTER LATIN 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 of resigning officer/director)

**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**