

MAGICA**P96000013924**MINUTES OF THE BOARD OF DIRECTORSAND SHAREHOLDERSMAGICA MULTIMEDIA, INC.

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

The Minutes of the meeting of the Board of Directors and Shareholders of Magic Multimedia, Inc., a Florida Corporation was held by telephone and e-mail on June 24, 1997, in its offices in Miami, Florida and Austin, Texas.

The parties of the telephone conversation and the e-mail communication were Oscar Walter Caridad and Stephen V. Benigno.

The Minutes of the meeting were recorded by the Corporate Secretary, Oscar Walter Caridad.

The purpose of the meeting was to establish the date of the resignation of the Corporate President, Stephen V. Benigno. As per the Articles of incorporation, Oscar Walter Caridad has made the statement that he wishes to receive the outstanding stock previously issued in the name of Stephen V. Benigno. Such stock is to be transferred to Mr. Caridad as soon as possible.

A vote was taken on this action and it was unanimous.

There being no further business to discuss, the meeting was duly adjourned.


OSCAR WALTER CARIDAD, Secretary

(SEAL)


STEPHEN V. BENIGNO, President

o/D resign

Dated this 30th DAY OF JUNE, 1997

V8 JUL 14 1997

FILED
97 JUL -7 AM 9:28
SECRETARY OF STATE
TALLAHASSEE FLORIDA



Magica Multimedia, Inc.
8412 N W 17 Street
Miami, Florida, 33126
June 30, 1997

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

TO THE OFFICERS, DIRECTORS AND SHAREHOLDERS OF Magica MULTIMEDIA,
INC.

ATTENTION: SECRETARY/TREASURER OSCAR WALTER CARIDAD

Dear Mr. Caridad:

Please accept this letter as my letter of resignation from
the Company effective June 24, 1997.

If you need any further documentation to finalize any files
and/or records I will be available to you.

I wish you continued success with the Company's future,

Very truly,


Stephan V. Benigno, President

Witness: