

P96000021471



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 29, 1997

Alfred P. Denowitz, P.A.
Suite 307
8751 West Broward Blvd.
Plantation, FL 33324

SUBJECT: PRO MANAGEMENT CORP.
Ref. Number: P96000021471

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

We have received your document for PRO MANAGEMENT CORP. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The fee to file an officer/director resignation is \$35.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6901.

Susan Payne
Senior Section Administrator

Letter Number: 497A00060679

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DIVISION OF CORPORATIONS
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DIVISION OF CORPORATIONS

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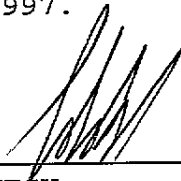
RESIGNATION

TO: PRO MANAGEMENT CORP.
6341 Johnson Street
Hollywood, FL 33024

Gentlemen:

I herewith tender my resignation as an Officer and Director of PRO MANAGEMENT CORP., a Florida corporation, to take effect upon acceptance by its Board of Directors and upon the election of my successor.

DATED this 22 day of December, 1997.

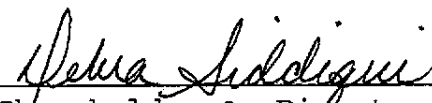


MOSHE SHEMESH

WAIVER OF NOTICE OF JOINT MEETING OF SHAREHOLDERS AND DIRECTORS
OF
PRO MANAGEMENT CORP.

The undersigned, being all of the Shareholders and Directors of PRO MANAGEMENT CORP., waive notice of the special meeting of Shareholder's and Director's held at the office of the Corporation at 6341 Johnson Street, Hollywood, FL 33024, on December 22, 1997, at 10:00 a.m.

Dated December 22, 1997.


Shareholder & Director

Shareholder & Director

RESOLUTION OF JOINT SPECIAL MEETING OF SHAREHOLDERS AND DIRECTORS

OF

PRO MANAGEMENT CORP.

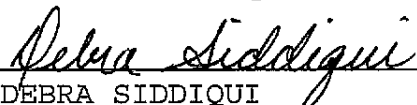
RESOLVED that the Agreement for surrender of shares of the common stock of PRO MANAGEMENT CORP. by MOSHE SHEMESH and the repurchase of said shares by the corporation effective December 22, 1997 is hereby ratified and confirmed.

FURTHER RESOLVED that the resignation of MOSHE SHEMESH as an Officer and Director of PRO MANAGEMENT CORP. effective December 22, 1997, is hereby received and accepted.

FURTHER RESOLVED that DEBRA SIDDIQUI, is hereby authorized and directed to execute in the name and on behalf of this corporation all instruments required to effect the intents set forth in said Agreement and to consummate the transaction contemplated therein.

I, DEBRA SIDDIQUI, President of PRO MANAGEMENT CORP., hereby certify that the foregoing is a true and correct copy of a Resolution duly adopted at a joint special meeting of the Board of Directors and shareholders of the corporation, convened and held in accordance with its laws and by-laws on December 22, 1997, and such Resolution is currently in full force and effect.

IN WITNESS WHEREOF, I have affixed my hand and seal this December 22, 1997.


DEBRA SIDDIQUI
President