

STEEL HECTOR & DAVIS LLP ■ 200 SOUTH BISCAYNE BOULEVARD ■ MIAMI, FLORIDA 33131-2398

September 10, 1997

P96000070174

Ms. Sandra B. Morthan
Secretary of State
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: A.P.P. International, Inc.

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-09/18/97--01014--007
*****35.00 *****35.00

Dear Ms. Morthan:

Enclosed you will find my resignation as Chairman of the Board of Directors and as President of A.P.P. International, Inc.

On September 1, 1997 this resolution was taken in a "consent to actions in lieu of a meeting of directors" of A.P.P. International, Inc.

In addition to my resignation it was resolved (i) that the following persons are elected officers of the corporation to serve for one year or until their successors are elected and qualified:

President: George Gonzalez
Secretary: George Gonzalez
Treasurer: George Gonzalez

(ii) that George Gonzalez is ratified as Registered Agent of the corporation and, (iii) that George Gonzalez is re-elected to serve as the sole Director of the corporation.

Please amend the public records of A.P.P. International, Inc. accordingly.

Sincerely yours,

Jose Munoz

97 SEP 18 PM 1:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

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Florida Department of State, Sandra B. Mortham, Secretary of State

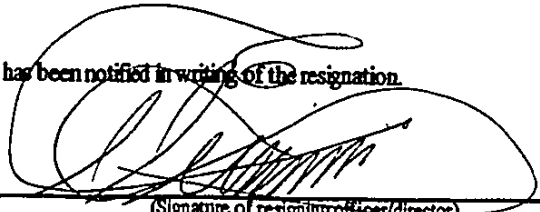
OFFICER / DIRECTOR RESIGNATION

I, JOSE HINOJOSA, hereby resign as CHAIRMAN OF THE BOARD & PRESIDENT
(Title)

of ABR INTERNATIONAL, INC.
(Name of Corporation)

a corporation organized under the laws of the State of FLORIDA

That the corporation has been notified in writing of the resignation.


(Signature of resigning officer/director)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

27 SEP 18 PM 1:27

APPROVED
AND
FILED

FILING FEE IS \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314