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Of Counsel

Tel: 305-854-6666  
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October 24, 1997  
Via U.S. Mail

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314-6327

500002332235--2  
-10/29/97--01037--008  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

**Re: *Sealand International Corp.***

Gentlepersons:

Enclosed please find Resignation of Paulo Martelotti, as President, Secretary and Director of *Sealand International Corp.* Please make the appropriate changes in your records with respect to the above corporation and forward a computer printout or other confirmation that your records have been changed accordingly.

Our Trust Account Check No. 1847 in the sum of \$35.00 is enclosed as your fee for this service.

Thank you very much for your prompt attention to the foregoing.

Sincerely yours,

*Michael A. Shapiro*  
MICHAEL A. SHAPIRO

Enclosure

cc: Paulo Martelotti

dg: ..lrs...DEPTSTAT.O24

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Off. Resgn.*

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*11/3*

RESIGNATION

I, PAULO MARTELOTTI, President, Secretary and Director of SEALAND INTERNATIONAL, CORP., a Florida corporation, do hereby tender my resignation as President, Secretary and Director, which resignation was effective upon the adjournment of the meeting of the Directors and Shareholders of SEALAND INTERNATIONAL, CORP. which was held on June 11, 1997.

DATED: October 23, 1997.

  
\_\_\_\_\_  
PAULO MARTELOTTI

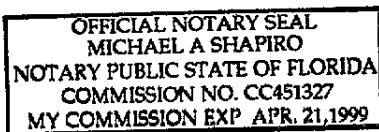
STATE OF FLORIDA )  
                                  ) ss:  
COUNTY OF DADE )

BEFORE ME, the undersigned authority, personally appeared PAULO MARTELOTTI, personally known to me, who, after being duly sworn and cautioned, acknowledged that he executed the foregoing Resignation for the purposes therein expressed.

SWORN TO AND SUBSCRIBED this 23rd day of October, 1997, in the City of Miami, said County and State.

  
\_\_\_\_\_  
NOTARY PUBLIC

Affix Commission Expiration Seal,  
Stamp and Number Below:



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