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(Massachusetts)

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DECEMBER 19, 1997

DIVISION OF CORPORATIONS  
ATTN: AMENDMENT FILING SECTION  
PO BOX 6327  
TALLAHASSEE, FLORIDA 32314

100002379711--0  
-12/22/97--01140--027  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Division of Corp. Personnel:

Please be advised that our office represents Zenaida Mercado, M.D. of Health is Life, Corp.

Please find enclosed a resignation letter from Dr. Mercado whereby she requests that she be removed as a corporate officer from Health is Life, Corp. A letter has been sent to the Health is Life, Corp. and has been accepted. In addition, please find enclosed a check in the amount of \$35 for the resignation fee.

If you have any questions concerning this correspondence, please call our office.

Sincerely,  
  
Christopher A. Parrella

FILED  
97 DEC 22 PM 12:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

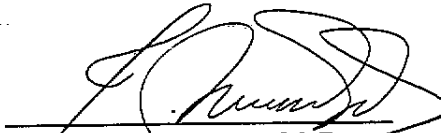
off. Resign.

Dec 1/6

**RESIGNATION OF OFFICE OF SECRETARY/TREASURER/DIRECTOR**

I, the undersigned, Secretary/Treasurer/Director of Health is Life, Inc., do hereby give notice of resignation as Secretary/Treasurer/Director of Health is Life, Inc. This resignation shall be effective immediately upon acceptance by Health is Life, Inc.

Dated this 26<sup>th</sup> day of November, 1997.

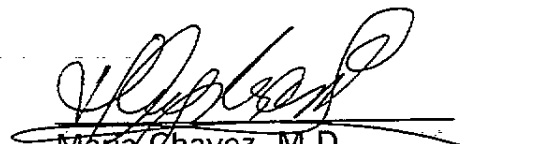
  
Zenaida Mercado, M.D.  
Secretary/Treasurer/Director

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF RESIGNATION**

HEALTH IS LIFE, INC., through its President-Director, does hereby accept the resignation of Zenaida Mercado, M.D. as Secretary/Treasurer/Director of Health is Life, Inc.

Dated this 26<sup>th</sup> day of November, 1997.

  
Maria Chavez, M.D.  
President/Director