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December 23, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: ChemDrops, Inc.

Dear Sir/Madam:

Enclosed please find an original Affidavit - Resignation of Director to be filed and my firm check in the amount of \$35.00 for the filing fee.

Thank you for your assistance in this matter. If you have any questions do not hesitate to contact me.

Very truly yours,

VICTOR L. CHAPMAN

VLC/bmj
Enclosures
cc: Julio V. Denis

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

FILED
DEC 26 PM 6:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VS JAN 7 1998

O/D resign

AFFIDAVIT - RESIGNATION OF DIRECTOR

FILED

97 DEC 26 PM 6:24

Florida Department of State, Jim Smith, Secretary of State

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

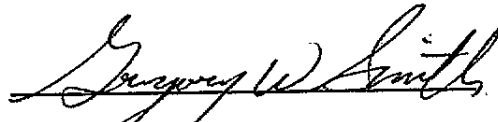
STATE OF FLORIDA

COUNTY OF Palm Beach

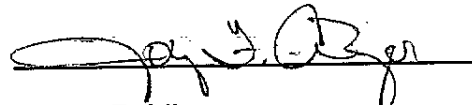
I, Gregory Smith, after being duly sworn, state that to the best of my knowledge, information and belief, and under the penalties of perjury, the following is true and correct:

I, Gregory Smith hereby resign as Officer and Director of ChemDrops, Inc., a Florida corporation;

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


Gregory Smith

Sworn to and subscribed before me this 12th day of December 1997.


Notary Public

My Commission Expires: 02/01/2001

FILING FEE IS \$35.00

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