

RICHARDS
A PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW
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OF COUNSEL
MITCHELL S. POLANSKY

997000069843

September 4, 1997

VIA FEDERAL EXPRESS - 5054494480

Florida Department of State
Division of Corporations
Attn: Amendments Section
P.O. Box 6327
Tallahassee, Florida 32314

300002285813--5
-09/05/97--01089--003
*****35.00 *****35.00

Re: T.E.E.M. Consulting, Inc.

To Whom It May Concern:

Enclosed herewith is a copy of the resignation by one of the directors of the above-referenced corporation, along with a \$35.00 check made payable to Division of Corporations. Once the amendment has been made, please forward a copy evidencing such amendment to our office. Should you have any questions, please do not hesitate to contact the undersigned. Thank you in advance for your cooperation.

Very truly yours,



Juan P. Delgado

JPD

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
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**RESIGNATION OF
EMILIO MARINO
AS DIRECTOR OF
T.E.E.M. CONSULTING, INC.**

I, Emilio Marino, hereby tender my resignation as Director of T.E.E.M. Consulting, Inc.

Date: August 27, 1997.


Emilio Marino

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AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


**WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
T.E.E.M. CONSULTING, INC.**

THE UNDERSIGNED, being all the shareholders of T.E.E.M. Consulting, Inc. (the "Company") hereby adopt the following resolution:

RESOLVED, That Emilio Marino has resigned as director and Tatiana Erzisnik remains as the sole director of the Company.

DATED this 27th day of August, 1997.

DIRECTORS:


Emilio Marino


Tatiana Erzisnik

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APPROVED
AND
FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA