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October 25, 2000

Florida Dept. Of State
Division of Corporations
P.O. Box 1500
Tallahassee, Florida 32302

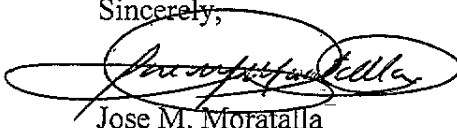
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*****35.00 *****35.00

To Whom It May Concern:

Enclosed please find completed Officer/Director Resignation form. I have also enclosed my personal check in the amount of \$35.00 for filing of same.

If you require any additional information, please do not hesitate to contact me at the number shown below.

Sincerely,



Jose M. Moratalla
738 Heathrow Lane
Palm Harbor, FL 34683
727-786-7264

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 OCT 31 PM 4:25

Officer Resignation
LFS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 OCT 31 PM 4:25

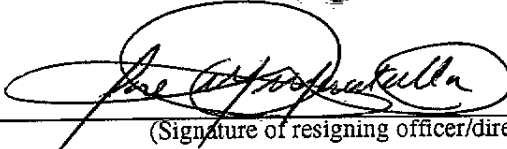
OFFICER / DIRECTOR RESIGNATION

I, Jose M. MORATALLA, hereby resign as President + Director
(Title)

of BAY-AIR Devices, Inc.
(Name of Corporation)

a corporation organized under the laws of the State of Florida

and affirm that the corporation has been notified in writing of the resignation.


(Signature of resigning officer/director)

FILING FEE IS \$35.00