

P97000093865

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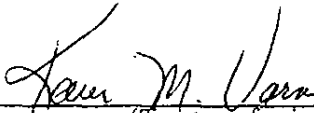
**OFFICER / DIRECTOR RESIGNATION
FOR A CORPORATION**

I, Karen M. Varner, hereby resign as Director
(Title)

of CELEBRITY SPORTFISHING, INC.
(Name of Corporation)

P97000098865, a corporation organized under the laws of the State of
(Document Number, if known)

FLORIDA


(Signature of resigning officer/director)

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Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ASSIGNMENT


THIS ASSIGNMENT ("Agreement") is made, entered into and effective on this _____ day of February 1, 2003 (the "Effective Date"), by and between Karen M. Varner ("Assignor") and Clayton Varner ("Assignee").

Assignor, for good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, hereby assigns, conveys, sells, transfers and sets over unto Clayton Varner ("Assignee"), all of Assignor's rights, title, and interests in Celebrity Sportfishing, Inc., a Florida corporation ("Corporation"), including all capital stock held in the name of Assignor on the books of said Corporation, and does hereby irrevocably constitute and appoint Assignee, to transfer said stock on the books of said Corporation to Assignee or his designee.


Assignor also agrees that she shall submit a resignation of her position as director of the Corporation in the form attached hereto and, from time to time, execute and deliver such further instruments and take such further actions as Assignee may reasonably request to confirm the foregoing assignment and resignation.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the date set forth above.

Assignor


Karen M. Varner

Assignee


Clayton Varner