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TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: THE AMERICAN SCHOOLS CORPORATION
(Name of Corporation)

DOCUMENT NUMBER: _____

The enclosed Officer/Director Resignation for a Corporation and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

HARRY CORBETT
(Name of Person)

(Name of Firm/Company)
812 EAGLE POINT DR.
(Address)

ST. AUGUSTINE, FL 32092
(City/State and Zip Code)

For further information concerning this matter, please call:

HARRY CORBETT at (904) 810-1007
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for \$35.00 made payable to the Florida Department of State.

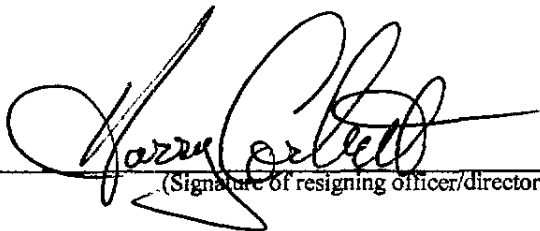
Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

**OFFICER / DIRECTOR RESIGNATION
FOR A CORPORATION**

I, HARRY CORBETT, hereby resign as Chief Financial Officer
(Title)
of THE AMERICAN SCHOOLS CORPORATION,
(Name of Corporation)

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


(Signature of resigning officer/director)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILING FEE IS \$35.00

Make checks payable to Florida Department of State and mail to:

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