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GATEWAY MARKETING & CONSULTING, INC.

635 Gator Drive, Unit E, Lantana, Florida 33462

Telephone: 800-317-5678

Martin Feinen

Fax: 561-588-3891

Charles Toal

Fax: 561-793-2541

June 20, 2001

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JUN 28 AM 10:08

Mr. Martin J. Feinen III
President
Gateway Marketing & Consulting, Inc.
635 Gator Drive, Unit E
Lantana, Florida 33462

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

Dear Marty:

I hereby give written notice of my resignation as Director and Vice President of Gateway Marketing & Consulting, Inc. effective immediately.

I also sell back all my shares of common stock in Gateway Marketing & Consulting, Inc., Inc. to Gateway Marketing & Consulting, Inc. for the fee of One Dollar (\$1.00).

Sincerely,

Charles P. Toal

Charles P. Toal
Vice President and Director

wt

Witness:

Printed Name

Signature

Date

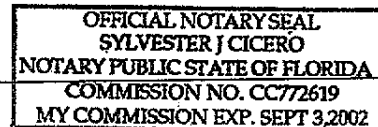
Martin Feinen
MARTIN FEINEN 6/20/01

Notary:

Printed Name

Signature

Date



Sylvester J. Cicero 6/20/01

v/d resig

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OFFICER / DIRECTOR RESIGNATION

I, Charles P. Toal, hereby resign as Vice President & Director
(Title)

of Gateway Marketing & Consulting, 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.

Charles P. Toal

(Signature of resigning officer/director)

FILING FEE IS \$35.00

**Make checks payable to Florida Department of State and mail to:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314**