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Littman, Sherlock & Heims, P.A.

Attorneys At Law

To: Secretary of State
Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Date: December 21, 1999

Re: Richard Thompson

ENCLOSED FOR:

- Filing
- Recording
- Your information
- Your signature
- Per your request
- Your records
- Other:

-100003079711-1
-12/23/99-01074-018
*****35.00 *****35.00

PLEASE FIND: Officer/Director Resignation for Richard Thompson
with check no. 29707 for \$35 filing fee.

- No action required
- Please return in enclosed envelope
- Other:

FILED
99 DEC 23 PM 12:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Chris Chambers

Assistant to Virginia P. Sherlock

Officer/Director Resignation

P.O. Box 1197, Stuart, Florida 34995

Phone: (561) 287-0200 Fax: (561) 283-1010

FILED
99 DEC 23 PM 12:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

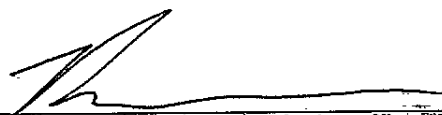
OFFICER / DIRECTOR RESIGNATION

I, Richard Thompson, hereby resign as director & vp
(Title)

of Guardian Systems, 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) 12-12-99

FILING FEE IS \$35.00