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LAW OFFICES

SALAS, EDE, PETERSON & LAGE, L.L.C.

6361 SUNSET DRIVE
SOUTH MIAMI, FLORIDA 33143

HENRY SALAS
DOUGLAS EDE
MICHAEL PETERSON
GUSTAVO LAGE

TELEPHONE: (305) 663-0000
FACSIMILE: (305) 663-0989

September 6, 2000

VIA REGULAR MAIL

Mr. Doug Spitler
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

100003386271--4
-09/08/00--01005--005
*****35.00 *****35.00

Re: Resignation of Alberto Dosal from Merchant Services U.S.A., Inc.

Dear Mr. Spitler:

This letter follows our telephone conversation today regarding the resignation of Alberto Dosal as President, Chief Executive Officer and Chairman of the Board of Directors of Merchant Services U.S.A., Inc., a Florida corporation. Enclosed please find the original Letter of Resignation signed by Mr. Dosal, as well as my law firm's check in the amount of \$35.00 made payable to the Florida Department of State and representing the filing fee.

Thank you in advance for your attention to this matter. If you have any questions concerning the above, or the enclosed, please do not hesitate to call me.

Very truly yours,

Michael P. Peterson

Enclosure

cc: Mr. Jorge Fernandez
(via facsimile; w/o enc.)

OFFER
9-11-00
AKS

FILED
00 AUG 25 PM 3:42
TALLAHASSEE, FLORIDA

LETTER OF RESIGNATION

FILED
00 AUG 25 PM 3:42
TALLAHASSEE, FLORIDA

Gentlemen:

I hereby tender my resignation as President, Chief Executive Officer and Chairman of the Board of Directors and any other position I may hold in **Merchant Services U.S.A. Inc..** My resignation is to take effect immediately upon the "Closing" under that certain Agreement dated as of August 31st, 2000 by and among Jorge L. Fernandez, Mercedes Fernandez, his wife and Alberto Dosal, Lourdes Dosal, his wife. .

Dated this 31st day of August, 2000.


ALBERTO DOSAL