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P98000101861

May 18, 1999

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl 32314

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-05/20/99--01099--002
*****35.00 *****35.00

SUBJECT: OFFICER / DIRECTOR RESIGNATION

Corporate Document # P98000101861

Enclosed, the officer / director resignation form regarding that of Chris Wilson.
Please remove his name from the articles of incorporation of Zelgin Inc., effective immediately.

Please acknowledge upon completion.

Any question, please do not hesitate to call on me.

Thanking you,

A handwritten signature in black ink, appearing to read 'Sean Ferrel', followed by the word 'pres' in a smaller, handwritten font.

Sean Ferrel, President

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527-99
DHS

FILED
99 MAR 20 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

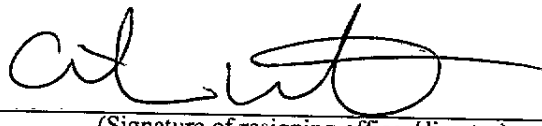
OFFICER / DIRECTOR RESIGNATION

I, Michael Wilson, hereby resign as Director/Sec
(Title)

of Zelgin, 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)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAR 20 PM 2:20

FILED

FILING FEE IS \$35.00