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BROOKS C. MILLER

June 11, 1999

Secretary of State
Division of Corporations
409 East Gaines
Tallahassee, Florida 32399

FILED
99 JUN 14 PM 12:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

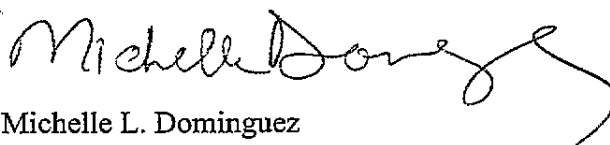
**Re: Bioharme Healing, Health and Holistic, Inc.
Hemisphere Power Corporation**

Gentlemen:

In connection with the above-referenced corporations, enclosed please two original resignations by officer or director for each corporation, respectively, together with a check in the amount of \$70.00 covering the Secretary of State's fee. Also enclosed are copies of each of the documents and a self-addressed stamped envelope for return of a file-stamp copy to us.

If you have any questions regarding this matter, please feel free to contact me.

Very truly yours,



Michelle L. Dominguez
Legal Assistant

/md
Enclosures

200002903912--8
-06/14/99-01124-010
*****70.00 *****35.00

O/D Resig.

V. SHEPARD JUN 18 1999

RESIGNATION BY OFFICER OR DIRECTOR

Effective Date of Resignation
5/18/99

County and State
Miami-Dade, Florida

RESIGNOR (Officer or Director Resigning --
Name, Address and Zip Code)

Lynn Wilson
116 Alhambra Circle
Coral Gables, Florida 33134

CORPORATION (Name, Address and Zip Code)

Bioharmone Healing, Health and Holistic, Inc.
116 Alhambra Circle
1st Floor
Coral Gables, Florida 33134

(Hereinafter Resignor)

Positions Held with Corporation for Which Resignation Is Effective
President/Treasurer/Director

I, the Resignor, hereby tender my resignation to the above-named positions I currently hold with the Corporation. My request that my resignation be effective as of the effective date above.



Signature of Lynn Wilson

STATE OF Florida

COUNTY OF Miami-Dade

SS.

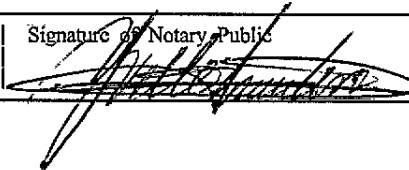
Date of this Acknowledgment

May 26, 1999

—Acknowledgment. On this date before me a Notary Public, personally appeared Lynn Wilson Known to be or satisfactorily proven to be the person whose name is subscribed to this instrument and acknowledged that she executed the same. If this persons name is subscribed in a representative capacity, it is for the principle named and in the capacity indicated.

—Notary Expiration Date Yvette E Armenteros
★ My Commission CC720723
★ Expires March 18, 2002

Signature of Notary Public



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