

P99000023792
J.C. USA GROUP INC.

10783 N.W. 58 Street
Miami, Florida 33178

Phone: (305) 513-3339

June 18, 2001

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

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

Re: Resignation of Office and Change of Registered Office and Agent
J.C. USA Group, Inc.

Dear Sirs:

Enclosed herewith please find the statement of change of registered office and registered agent and the resignation of officer form for J.C. USA Group, Inc., along with two checks in the sum of \$35.00 each to cover the amount of processing same.

Thank you kindly for your attention to this matter.

Sincerely,


ALEJANDRO VARELA

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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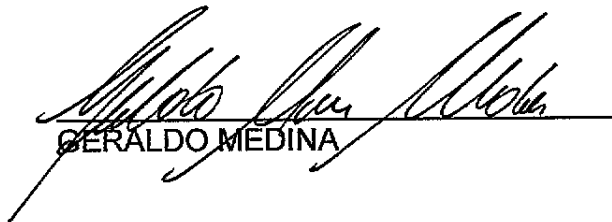
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**RESIGNATION OF OFFICER/DIRECTOR
Of J.C. USA GROUP, INC.**

I, GERALDO MEDINA, Director, President, Vice-President, Secretary, Treasurer and stockholder of J.C. USA GROUP, INC. hereby resign from the office of Director, President, Vice-President, Secretary, Treasurer of the corporation effective May 9, 2001.

IN WITNESS WHEREOF, the undersigned has made and subscribed to this document on this 9th day of May, 2001.


GERALDO MEDINA