

MICHAEL H. GERBER

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PP9000049867

March 5, 2001

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

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

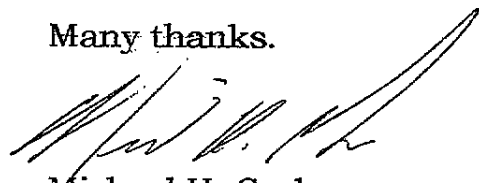
Re: Victory Entertainment Corp.

Gentlemen:

Please be advised that the undersigned resigned as an officer and director of the above-named corporation, as of February 12, 2001.

Enclosed is my check in the amount of \$35 to cover the fee to record this change.

Many thanks.


Michael H. Gerber

FILED
01 MAR 30 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

officer Resignation.

T BROWN APR - 4 2001



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 13, 2001

Michael H. Gerber, Esquire
85 Emmet Avenue
East Rockaway, NY 11518

SUBJECT: VICTORY ENTERTAINMENT CORP.
Ref. Number: P99000049867

We have received your document for VICTORY ENTERTAINMENT CORP. and check(s) totaling \$35.00. However, your check(s) and document are being returned for the following:

To file a resignation as an officer or director with this office, the enclosed form should be completed and returned with a filing fee of \$35 per person resigning.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 601A00015278

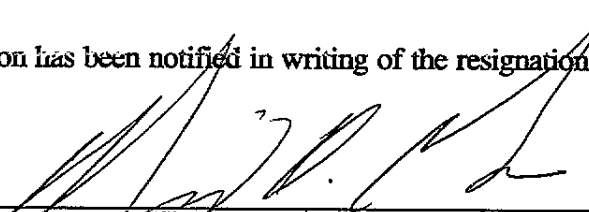
OFFICER / DIRECTOR RESIGNATION

FILED
01 MAR 30 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, Michael H. GERBER, hereby resign as Chairman Pres. CEO
(Title) & a Director
of VICTORY ENTERTAINMENT Corp.
(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)

* effective on Feb. 12, 2001.

FILING FEE IS \$35.00

**Make checks payable to Florida Department of State and mail to:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314**