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P99000056250
October 11, 1999

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

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: ACCEPTANCE OF RESIGNATION - P.S.B., INC.

Dear Sir/Madam:

Enclosed please find an Acceptance of Resignation of Gopi Ramanathan with regards to P.S.B., Inc. to be filed with the Secretary of State. Also enclosed is our firm check # 8580 in the amount \$35.00 for the filing of this resignation. Thank you for your cooperation in this matter.

Very truly yours,

SIGNED IN
MR. JORDAN'S ABSENCE
TO AVOID DELAY

Edward P. Jordan, II

EPJ:slp

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

cc 10/21
off/dic
resign

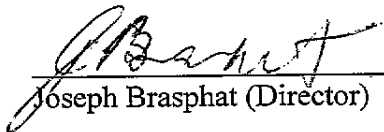
**ACTION BY UNANIMOUS WRITTEN CONSENT OF
INITIAL DIRECTOR IN LIEU OF BOARD OF DIRECTORS MEETING**

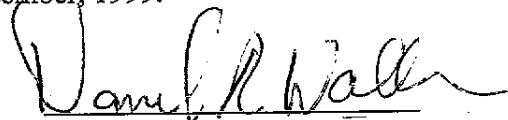
Pursuant to §607.0821 of the Florida Business corporation Act, the undersigned, as the initial director of, **P. S. B., INC.**, a Florida corporation ("the Corporation"), does hereby adopt the following resolutions:

1. Acceptance of Resignation:

RESOLVED, that Gopi Ramanathan has resigned as an officer of the corporation effective September 29, 1999, and has requested that his name be removed from any and all banking accounts and signature cards thereto effective immediately, and therefore, the Corporation hereby accepts Gopi Ramanathan's resignation and hereby instructs all banking institutions and lenders for which the Corporation has a banking relationship or financial interest in to remove Gopi Ramanathan from any and all signature cards thereto and, therefore, the Corporation further resolves that it will indemnify and hold Gopi Ramanathan harmless from any and all liability incurred by the Corporation or Gopi Ramanathan arising from any acts or omissions as an officer of the Corporation from the date of incorporation.

Dated this 27 day of September, 1999.

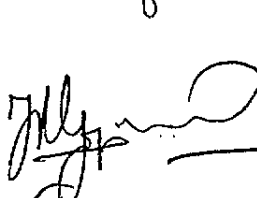

Joseph Brasphat (Director)


Dan Walker (Director)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

I, Gopi Ramanathan, hereby resign from being Vice-President of PSB Inc. and from being one of the directors of the corporation.


9/29/99
(Gopi Ramanathan)

- ① Corporate Minutes signed -
- ② New Corp. Resolution -
- ③ - Pres or sec. to sign Signature Cards

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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