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Elias Levy c/o
U.S. Apparel Company
7239 North West 36 Court
Miami, Florida 33147
Tel.: 305-691-7733

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

September 1, 2000

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

Re: *Premier Modeling & Talent, Inc.*

FILED
00 SEP -6 PM 3:33
TALLAHASSEE, FLORIDA
FLORIDA DEPARTMENT OF STATE

To Whom It May Concern:

Enclosed please find Elias Levy's resignation as Director and Officer of Premier Modeling & Talent, Inc. In accordance therewith, I have also enclosed my check in the requisite amount of \$35.00, as made payable to the Department of State.

Should you have any questions, please do not hesitate to contact my office at the number above. Thank you for your anticipated cooperation.

Very truly yours,

ELIAS LEVY

EL/s
Enclosure
cc: Premier Modeling & Talent, Inc.

OFF RLS
9-18-00
BRS

OFFICER/DIRECTOR RESIGNATION

I, ELIAS LEVY, hereby resign as Director and Chairman of PREMIER
MODELING & TALENT, INC., a corporation organized under the laws of the State of
Florida and affirm that the corporation has been notified in writing of the resignation.

Elias Levy
1688 Meridian Avenue
Suite 400
Miami Beach, Florida 33139

BY: *Elias Levy*
ELIAS LEVY

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TALLAHASSEE, FLORIDA