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P990000060175
September 7, 2001

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

500004577985-2
-09/10/01-01075-015
*****43.75 *****43.75

Re: Air Cargo Express Service, Inc.

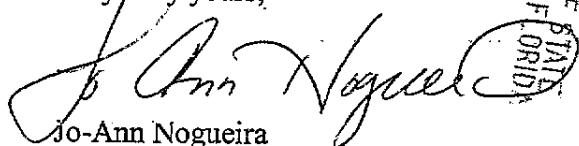
To Whom It May Concern:

Enclosed please find an executed resignation document by Bill Sphorer, director of Air Cargo Express Service, Inc. If you have any questions, please do not hesitate to contact us.

Enclosed please also find our check #3128 in the amount of \$43.75 for the filing fee(\$35.00)as well as one certified copy of the amendment (\$8.75).

Thank you very much for your time and cooperation.

Very truly yours,



Jo-Ann Nogueira
Paralegal

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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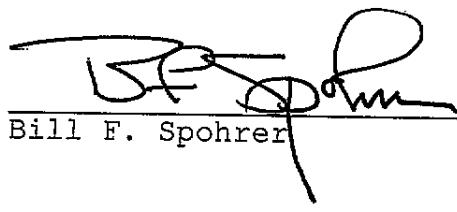
RESIGNATION BY BILL F. SPOHRER AS DIRECTOR

Effective Date of Resignation | County and State
August 1, 2001 | Miami-Dade County, Florida

RESIGNOR (Officer or Director | CORPORATION (Name and Address)
Name and Address) |
Bill F. Spohrer | Air Cargo Express Services, Inc.
340 Giralda Ave., #717E | 2281 N.W. 82d Avenue
Coral Gables, FL 33134 | Miami, FL 33126
(Hereinafter Resignor) |

Positions Held with Corporation for Which Resignation Is Effective:
Director

I, the Resignor, hereby tender my resignation as a Director of the Corporation. I request that my resignation be deemed effective as of the effective date above. A copy of this resignation has been provided to the Corporation.


Bill F. Spohrer