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Allied
International
Staffing



P.O. Box 1027
118 South Lake Avenue
Avon Park, Florida 33826-1027
(863) 453-2220
(800) 575-1328
FAX (863) 452-5500
allied@gitcomputer.com



AFFILIATED WITH
American Staffing Association

April 23, 2001

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-04/24/01--01061--002

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

To Whom It May Concern:

Enclosed please find the resignation forms to be filed regarding Edward Touchton, Director whose been replaced by James C. Dayvault. Please adjust your records accordingly.

If you should have any questions, please feel free to contact me at (863) 453-2220.

Best regards,

Glen J. Distefano
Chief Executive Officer

cm/GD

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 APR 24 AM 9:51

o/d resign.

V. SHEPARD MAY 3 2001

www.alliedintlstaffing.com

Hardworking

Dependable

Honest

RESIGNATION & ASSIGNMENT OF NON-ISSUED STOCK

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 APR 24 AM 9:51

Gentleman:

I hereby tender my resignation as Secretary of Allied International Staffing, Inc., a Florida Corporation, to take effect March 1, 2001.

Also for value received I hereby sell, assign and transfer unto Edward G. Touchton Jr any outstanding shares I may be entitled to and do hereby irrevocably constitute and appoint Allied International Staffing, Inc. Attorney to transfer the said shares on the books of the within named Corporation with full power of substitution in the premises.

Dated: March 1, 2001.

Dawn L. Zallen
Witness

Edward G. Touchton Jr
Edward G. Touchton Jr