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December 2, 1999

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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-12/10/99--01001--021
*****87.50 *****43.75

SUBJECT: FLORIDA TROPICAL FLOWER, CORP.
REF.: 299A0054560

Dear sirs:

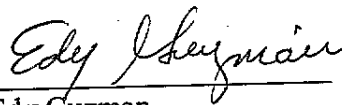
According with your regulations for a non-profit corporation, hereby we want to notify you A RESIGNATION from Julio Andrade and Edy Guzman members of the Board of Director of FLORIDA TROPICAL FLOWER CORP. commencing December 2, 1999.

Therefore, we release all our obligations, profits, liabilities and all other incurred by the corporation starting today. I would appreciate made all amendments pertaining to this Corporation and update your files.

Thanks in advance for your attention to expeditious of this matter, We remain,

Very truly yours,


Julio Andrade


Edy Guzman

c.c.: RESIGNATIONS
M/O \$87.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC 10 PM 2:43

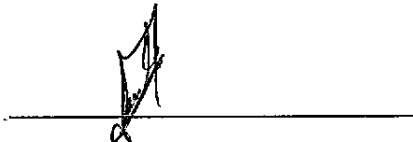
officer Resignation
LFT 12-10-99

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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RESIGNATION

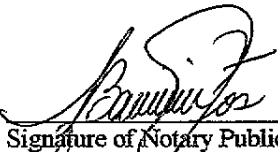
I, JULIO ANDRADE, HEREBY render my resignation as
Stockholder and Vice-President of Florida Tropical Flowers Corp., to take effect at the
conclusion of the meeting of the Board of Director, at which this resignation is accepted
date: December 2, 1999.



Julio Andrade

SWORN TO AND SUBSCRIBED BEFORE ME, A Notary Public on this day 2 December month,
year of 1999.

STATE OF FLORIDA
COUNTY OF DADE


Signature of Notary Public