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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: CYCLING ENTERPRISE, INC.

AUDIT NUMBER.....H97000019905

DOC TYPE.....BASIC AMENDMENT

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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 3, 1997

CYCLING ENTERPRISE, INC.
61 HARBOR DRIVE
KEY BISCAYNE, FL 33149SUBJECT: CYCLING ENTERPRISE, INC.
REF: S81308

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Darlene Connell
Corporate SpecialistFAX Aud. #: H97000019905
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Florida Department of State, Jim Smith, Secretary of State
 AFFIDAVIT OF RESIGNATION OF OFFICER AND/OR DIRECTOR

97 DEC -4 AM 9:00
 FILED
 TALLAHASSEE, FLORIDA

STATE OF FLORIDA
 COUNTY OF DADE

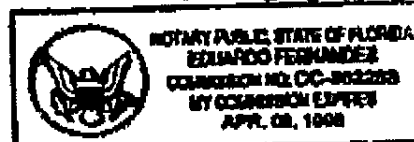
I, SERGIO MASCH after being duly sworn, state that to the best of my knowledge, information and belief, and under the penalties of perjury, the following is true and correct:

I, SERGIO MASCH hereby resign as SECRETARY of
 (Title)
CYCLING ENTERPRISE, INC., a Florida corporation;
 (Name of Corporation)

That the corporation has been notified in writing of the resignation.

Sergio Masch
 Signature of resigning officer/director

Sworn to and subscribed before me this 2nd day of December, 1997



NOTARY PUBLIC

My Commission Expires:

Prepared by: EDUARDO FERNANDEZ, ESQ.
501 BRICKELL KEY DR. # 400
MIAMI, FL 33131
(305) 374-7080 / FBN. 395889

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