

SANTOS & COMPANY, P.A.

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MAURO C. SANTOS
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V411594

Miami, December 11, 1997

Florida Dept. Of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

RE: Green Products Corp.
Resignation of Dir./Off.

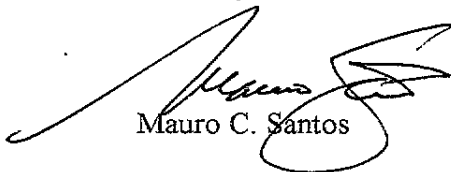
400002372274--3
-12/15/97--01082--005
*****35.00 *****35.00

Dear Sir/Madam:

Enclosed please find the notice of resignation of Mr. Carlos Matias, as Director and Officer of the above referenced corporation together with this firm's check number 2657 in the sum of \$35.00 representing the requisite fee.

Thank you for your attention in this regard.

Sincerely,


Mauro C. Santos

MS/md
95.051

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 DEC 15 PM 1:22

APPROVED
AND
FILED

OK
V411594
2657
ADP
12-15-97

Florida Department of State, Sandra B. Mortham, Secretary of State

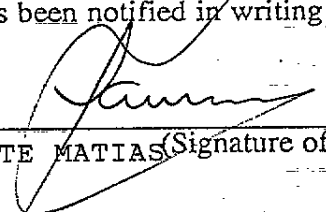
OFFICER / DIRECTOR RESIGNATION

I, CARLOS JOSE DUARTE MATIAS, hereby resign as DIRECTOR/PRESIDENT
(Title)

of GREEN PRODUCTS CORP., DOC. NO.: V415943
(Name of Corporation)

a corporation organized under the laws of the State of FLORIDA

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


CARLOS JOSE DUARTE MATIAS (Signature of resigning officer/director) DATE: 12/6/97

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 DEC 15 PM 1:22

APPROVED
AND
FILED

FILING FEE IS \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314