

February 8, 2006

2006 FEB -7 PM 4: 26

Frede' Trenkle-MacAllister  
117 East B  
Shoshone, ID. 83352

SECRETARY OF STATE  
STATE OF IDAHO

Office of the Secretary of State  
PO Box 83720  
Boise, Idaho 83720-0080  
FX: (208) 334-2080

C162512  
Resign  
officer

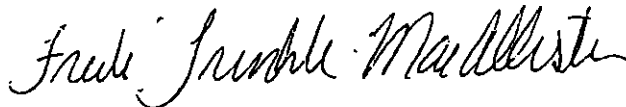
RE: Resignation From Corporation

I am submitting my resignation as an incorporator and as the President of the professional corporation: Heads Up, Inc.

This resignation is effective immediately and will be reflected in the records of the corporation.

If you have any questions or further action is needed, please contact me.

Sincerely,



Frede' Trenkle-MacAllister

Cc: Shawn Lee Waters; Heads Up, Inc.