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resignation is due to a decision on its part to the health and other reasons of Clyde Bailey. During the Registrant's two most recent fiscal years, the certifying accountant's report did not contain an adverse opinion or a disclaimer of opinion, nor was their report qualified or modified as to uncertainty, audit scope or accounting principles. During the Registrant's two most recent fiscal years, and any subsequent interim period prior to the resignation, Management had no disagreements with the former certifying accountant on any matter of accounting principles or practices, financial statement disclosure, or auditing scope and procedure. On May 6, 2005 The Board of Directors approved the retention of the firm of Franklin Griffith & Associates to serve as its independent certifying accountant effective May 6, 2005.

SIGNATURES

Pursuant to the requirement of the Securities Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated this 6th day of May 2005.

AmeriResource Technologies, Inc.

By: /s/Delmar Janovec

AmeriResource Technologies, Inc.

By: Delmar Janovec, President