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GEMSYS CORPORATION

P.O. Box 19018

Sarasota, FL 34276

Telephone No. 941 966 2542

January 7, 1997

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Greetings:

The Principal Place of Business of GEMSYS, Inc., F.E.I. Number 59-2813706, has been relocated from Melbourne Beach, Florida to Sarasota, Florida, effective January 1, 1997. A copy of the resolution of the Board of Directors approving this relocation is enclosed.

The new address of the Principal Place of Business is:

GEMSYS, Inc.
8869 Havenridge Drive
Sarasota, Florida 34238

The new mailing address is shown on the above letterhead.

The Current Registered Agent is unchanged.

Please send the forms for filing the 1997 Profit Corporation Annual Report to the new mailing address. Thank you.

Sincerely,

George E. Monroe

George E. Monroe
President

principal Address /
mailing Address
Change

1/14/97

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MINUTES OF SPECIAL MEETING OF DIRECTORS
OF
GEMSYS CORPORATION

A special meeting of the Board of Directors of GEMSYS Corporation was held at the time, date and place set forth below.

All of the Directors being present, the meeting was called to order by the Chairman. The Chairman stated that he planned to relocate from Melbourne Beach, Florida to Sarasota, Florida. On that basis, the Chairman proposed that the office of the Corporation be relocated as well. He further proposed that the effective date of the Corporate relocation be January 1, 1997. Upon motion duly made, seconded and unanimously carried, it was

RESOLVED, that the President of the Corporation is empowered to take all necessary steps to relocate the office of the Corporation from Melbourne Beach, Florida to Sarasota, Florida, effective January 1, 1997, and it was further

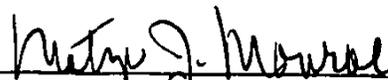
RESOLVED,

that the physical location of the office will be
8869 Havenridge Drive
Sarasota, Florida 34238, and
that the mailing address for the Corporation will be
P.O. Box 19018
Sarasota, Florida 34276.

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, the meeting was adjourned.

Place: Melbourne Beach, Florida
Date: November 8, 1996
Time: 11:00 AM


Chairman


Secretary