CAPITOL SERVICES, INC.

F00000000671

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 OCT 18 PM 2:42

October 10, 2000

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

200003428852--0
-10/18/00--01067--021
*****35.00 *****35.00

Attn: Corporate Filing Dept.

Re: **GEM ENGINEERING CO., INC.**

Dear Filing Clerk:

Enclosed please find a Statement of Change of Registered Office/Agent, for the above referenced name, which is to be filed in your office. I have enclosed check # **5684** in the amount of $ **35.00** for the filing fee. After filing please return to me the file-stamped copy in the enclosed self-addressed envelope. If you have any questions please contact me at 800-472-0544.

Thank you,

Tammy Van Gundy

enclosures

R A Chg.

V. SHEPARD OCT 26 2000

P.O. Box 1831 Austin, Texas 78767
(512) 474-8377 • (800) 345-4647

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of DELAWARE *submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.*

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1. The name of the corporation is: GEM ENGINEERING CO., INC.

2. The mailing address of the corporation is: 10970 STANCLIFF
HOUSTON, TEXAS 77099

3. Date of incorporation/qualification: 02/07/2000 Document number: F00000000671

4. The name and address of the current registered agent and office:

NRAI SERVICES, INC.
526 EAST PARK AVE
TALLAHASSEE, FL 32301

5. The name and address of the new registered agent and office: (P. O. Box **Not** Acceptable)

CAPITOL CORPORATE SERVICES, INC.
1333 N. DUVAL ST.
TALLAHASSEE, FL 32303

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

(Signature of an officer, chairman or vice chairman of the board) — 9/26/00 (Date)

Dana A. Gordon, Vice President
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

CAPITOL CORPORATE SERVICES, INC.
Delanie Case
(Signature of Registered Agent) — 10-5-00 (Date)

If signing on behalf of an entity:

DELANIE CASE — ASST. SECRETARY
(Typed or Printed Name) — (Capacity)

*** * * FILING FEE: $35.00 * * ***