

P02 0000 44141

July 31, 2002

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

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-08/06/02--01031--003
*****35.00 *****35.00

Re: **EMGIST, Inc.**
Document No. P02000044141

To whom it may concern:

Enclosed is a signed original copy of the Officer / Director Resignation Form (CR2E044 (9/98) stating that Mike V. Galvin has resigned his position as President of EMGIST, Inc. Please accept his resignation at this time. A copy of his resignation letter is also enclosed for your records. A check in the amount of \$35.00 (Check No. 1259) has been included as payment for the filing fee.

If you have any questions, please do not hesitate to contact me at (561) 848-3171.

Sincerely,

Jason Spalding

Jason Spalding
Vice President - EMGIST, Inc.

FILED
02 AUG -6 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Off Resign
T. Lewis 8/13/02*

July 31, 2002

emGIST, Inc.
P.O. Box 10541
Riviera Beach, Florida 33419

Re: Resignation

As of July 31st, 2002, I am resigning my position as President of emGIST, Inc. At this time I relinquish all corporate power, authority & control granted to me as President of emGIST, Inc. and as a member of the Board of Directors. I have transferred my original 250 shares of stock in emGIST, Inc. (Stock Certificate No. 1 -dated May 3rd, 2002) to the corporation itself and I have acknowledged this transfer on the corporation's transfer ledger.

I hereby agree that neither myself, nor any partners, employers, and/or corporations I may work for or with in the future will pursue any legal action against emGIST, Inc., it's employees, it's Board of Directors, William D. Taylor, and/or Jason L. Spalding in order to obtain any monetary compensation, software rights, and/or program code. I acknowledge that I do not currently hold nor have any rights to use any program code or executable programs that were developed by emGIST, Inc. while I was an acting member of the Board of Directors.

Sincerely,



Mike V. Galvin
President, emGIST, Inc.

OFFICER / DIRECTOR RESIGNATION

FILED
02 AUG -6 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, Mike V. Galvin, hereby resign as President
(Title)

of EMIGT, Inc.
(Name of Corporation)

a corporation organized under the laws of the State of Florida

and affirm that the corporation has been notified in writing of the resignation.

Mike Galvin

(Signature of resigning officer / director)

FILING FEE IS \$35.00
Make checks payable to Florida Department of State and mail to:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314