

CT CORPORATION SYSTEM

1633 Broadway
New York, NY 10019
Tel 212 246 5070

May 30, 1997

P28531

RE: ZEMA SYSTEMS CORPORATION (DE. DOM.)
ZEPROP, INC. (DE. DOM.)
ZIMMER LIQUIDATIONS, INC. (PA. DOM.)
3NET SYSTEMS, INC. (DE. DOM.)

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

200002207042--7
-06/10/97--01019--006
*****35.00 *****35.00

Dear Sir:

We enclose resignation executed in duplicate, by the agent for service of process for each of the above corporations. Also enclosed are 4 checks in the amount of \$35.00 each to cover the required filing fee.

Please acknowledge receipt by signing and returning the enclosed copy of this letter. For your convenience, we enclose a stamped self-addressed envelope.

Very truly yours,

C T CORPORATION SYSTEM

Theresa Alfieri
Senior Supervisor &
Assistant Secretary

TA:as
enclosure

Handwritten notes and signatures, including a large "C" and a date "6/1/97".



Florida Department of State, Jim Smith, Secretary of State

RESIGNATION OF REGISTERED AGENT

Pursuant to the provisions of sections 607.0502(2) or 607.1509, Florida Statutes, the

undersigned, C T CORPORATION SYSTEM hereby resigns as
(name of registered agent)

Registered Agent for ZEMA SYSTEMS CORPORATION


(name of corporation)

ORGANIZED UNDER THE LAWS OF THE STATE OF DELAWARE

A copy of this resignation was mailed to the above listed corporation at its last known address.

c/o C. D. Kasson
Burditt & Radzius Chtd.
333 W. Wacker Dr., Ste. 2600
Chicago, IL 60606-1218

The agency is terminated and the office discontinued on the 31st day after the date on which the statement was filed.


SIGNATURE
ASSISTANT SECRETARY

FEE FOR FILING THIS DOCUMENT:

\$87.50-Active Corporation

\$35.00-Administratively Dissolved Corporation