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IN IDAHO AND ARIZONA

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February 19, 2002

Secretary of State
700 West Jefferson
Basement West
Po Box 83720
Boise, ID 83720-0080

C90095
Chg of officers

RE: Gem State Security, Inc.

Dear Sir or Madam:

Please be advised that Gem State Security, Inc., has new officers and directors. As of February 1, 2002, the President of Gem State Security, Inc., is Gene Turley at 661 Ridgeway Dr., Twin Falls, Idaho 83301. The Secretary is Carol Turley at 661 Ridgeway Dr., Twin Falls, ID 83301.

Gene Turley and Carol Turley are the directors of the company.

If you need further information, please advise.

Very truly yours,