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**CERTIFICATE OF CHANGE
OF**

AMERICAN MENSA, LTD.

Under Section 803-A of the Not-For-Profit Corporation Law

Filed by: C T CORPORATION SYSTEM
111 Eighth Avenue
New York, New York 10011

STATE OF NEW YORK
DEPARTMENT OF STATE

SEP 16 1999

FILED

TAXS

BY:

JAW
Kirgo

NY Domestic NP - agent and/or process address

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**CERTIFICATE OF CHANGE
OF**

AMERICAN MENSA, LTD.

Under Section 803-A of the Not-For-Profit Corporation Law

1. The name of the corporation is AMERICAN MENSA, LTD.

If applicable, the original name under which it was formed is .

2. The Certificate of Incorporation of said corporation was filed by the Department of State on 2/10/71.

3. The address of C T Corporation System as the registered agent of said corporation is hereby changed from CT CORPORATION SYSTEM, 1633 BROADWAY , NEW YORK, NY 10019 to 111 Eighth Avenue, New York, New York 10011.

4. The address to which the Secretary of State shall mail a copy of process in any action or proceeding against the corporation which may be served on him is hereby changed from c/o CT CORPORATION SYSTEM, 1633 BROADWAY , NEW YORK, NY 10019 to c/o C T Corporation System, 111 Eighth Avenue, New York, New York 10011.

5. Notice of the above changes was mailed to the corporation by C T Corporation System not less than 30 days prior to the date of delivery to the Department of State and such corporation has not objected thereto.

6. C T Corporation System is both the agent of such corporation to whose address the Secretary of State is required to mail copies of process and the registered agent of such corporation.

C T CORPORATION SYSTEM

By: *Kenneth J. Uva*
Kenneth J. Uva
Vice President

NY Domestic NP Corporation - agent/process address