



FOOOOOO4183

FILED
OCT 31 PM 4:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 446312 4380969
AUTHORIZATION : *Patricia Pigute*
COST LIMIT : \$ 35.00

ORDER DATE : August 27, 2001
ORDER TIME : 11:40 AM
ORDER NO. : 446312-375
CUSTOMER NO: 4380969

*Name
Change
Amend*

RECEIVED
01 OCT 31 PM 2:27
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CUSTOMER: Mr. Chris Wright
Ugi Corporation
460 North Gulph Road
King Of Prussia, PA 19406

FOREIGN FILINGS

600004661376--0

NAME: CP HOLDINGS, INC.

FILE SECOND

XX PROFIT XX CORPORATE

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER: *AR*
11101

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. CP HOLDINGS, INC. d/b/a FLORIDA CP HOLDINGS, INC.
Name of corporation as it appears on the records of the Department of State.

2. Delaware Incorporated under laws of

3. July 25, 2000 Date authorized to do business in Florida

FILED
01 OCT 31 PM 4:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? August 22, 2001

5. AmeriGas Eagle Holdings, Inc.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

New Jurisdiction


Signature

October 9, 2001
Date

Robert H. Knauss
Typed or printed name

Secretary
Title

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "CP HOLDINGS, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "AMERIGAS EAGLE HOLDINGS, INC.", THE TWENTY-SECOND DAY OF AUGUST, A.D. 2001, AT 1 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3018524 8320

AUTHENTICATION: 1386549

010506932

DATE: 10-11-01