

F97000001917

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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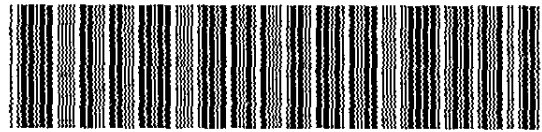
(Business Entity Name)

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DEFINITION & REGISTRATION
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 745906 5029517
AUTHORIZATION : *Patricia Pijato*
COST LIMIT : \$ 35.00

ORDER DATE : June 14, 2004
ORDER TIME : 9:59 AM
ORDER NO. : 745906-695
CUSTOMER NO: 5029517
CUSTOMER: Kate Lyn Reiter-law Dept-ab-2b
Honeywell International Inc.
101 Columbia Rd.
Morristown, NJ 07960

CHANGE OF AGENT

NAME: HONEYWELL INTERNATIONAL
FINANCE CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Kimberly Moret

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, this statement of change is submitted for a corporation organized under the laws of the State of Delaware in order to change its registered office or registered agent, or both, in the State of Florida.

- 1. The name of the corporation: HONEYWELL INTERNATIONAL FINANCE CORPORATION
- 2. The principal office address: 101 COLUMBIA ROAD
Morristown, NJ 07960
- 3. The mailing address (if different): _____
- 4. Date of incorporation/qualification: April 14, 1997 Document number: F97000001917
- 5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

C T Corporation System
1200 South Pine Island Road
Plantation, FL 33324

- 6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):

Corporation Service Company
1201 Hays Street
(P.O. Box or personal mailbox NOT acceptable)
Tallahassee, FL 32301

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TALLAHASSEE, FL 32301

The street address of its registered office and the street address of the business office of its registered agent, as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board, or the corporation has been notified in writing of the change.

Maureen Cullen (Signature of an officer or director) Maureen Cullen, Attorney in Fact (Printed or typed name and title)

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.

Corporation Service Company
Sylvia Queppet (Signature of Registered Agent) June 14, 2004 (Date)

If signing on behalf of an entity:

Sylvia Queppet (Typed or Printed Name) Assistant Vice President (Capacity)

*** FILING FEE: \$35.00 ***