



F01000000509

ACCOUNT NO. : 072100000032
REFERENCE : 420887 7233791
AUTHORIZATION : *Patricia Pigute*
COST LIMIT : \$ 35.00

FILED
2001 AUG 17 AM 11:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : August 14, 2001

ORDER TIME : 9:48 AM

ORDER NO. : 420887-045

CUSTOMER NO: 7233791

CUSTOMER: Kathy Laursen, Legal Asst
Philip Services Corporation
9700 W. Higgins
Suite 750
Rosemont, IL 60018

400004539684--9

CHANGE OF AGENT

NAME: PSC INDUSTRIAL OUTSOURCING,
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward

RECEIVED
01 AUG 17 AM 10:28
DIVISION OF CORPORATION

08-17-01
CC

**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, the undersigned corporation organized under the laws of the State of Delaware submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation : _____

PSC Industrial Outsourcing, Inc.

2. The mailing address of the corporation : Suite 1600, 5151 San Felipe

Houston, TX 77056

3. Date of incorporation/qualification: January 26, 2001 Document number: FD1000000509

4. The name and address of the current registered agent and office:

CT Corporation System

1200 South Pine Island Road

Plantation, FL 33324

5. The name and address of the new registered agent (if changed) and/or registered office (if changed):
(P. O. Box Not Acceptable)

Corporation Service Company

1201 Hays Street

Tallahassee, FL 32301

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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.

[Signature]
(Signature of an officer, chairman or vice chairman of the board)

8/13/01
(Date)

Kevin F. Brindley, Vice President
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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.

Corporation Service Company

[Signature]
(Signature of Registered Agent)

8-16-01
(Date)

If signing on behalf of an entity:

Bobbie Hall
(Typed or Printed Name)

Assistant Vice President
(Capacity)

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