

CT CORPORATION SYSTEM

F 97000000 6260

July 25, 2001

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-07/31/01--01028--004
*****35.00 *****35.00

Re: Shambaugh & Son, L.P., Ross and Associates, Inc., S.I. Goldman
Company, Inc., Mechanical Service Group, Inc., S & K Air Conditioning
Co., Inc., and S.M. Lawrence Company, Inc.
Order #: 4676137

Counsel: Julia Brown, Comfort Systems USA, Inc.

Gentlemen:

As requested by counsel, we enclose for filing documents necessary to change the registered agent on behalf of the above-referenced companies, together with funds in payment of the required fees. Please file these documents should at your earliest convenience.

Evidence of the filing should be returned to this office.

If you have any questions or if for any reason the filing cannot be effected promptly, please notify this office of the details by calling our toll-free number: 800-324-0754.

Very truly yours,

Michael Snyder
Customer Specialist

Enclosure(s)

Special Instructions: Please return evidence of the filing to my attention via the enclosed, stamped envelope.

1021 Main Street, Suite 1150
Houston, TX 77002
Tel. 713 658 9486
Fax 713 658 9720

FILED
01 JUL 30 PM 3:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F 97000000 6260
Rosen
7-30-01

Florida Department of State, Sandra B. Mortham, Secretary of State

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 is: Mechanical Service Group, Inc.

2. The mailing address of the corporation is: 777 Post Oak Blvd, Ste 500, Houston, Texas 77056

3. Date of incorporation/qualification: Nov. 24, 1997 Document number: F97000006260

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

Corporation Service Company

1201 Hays Street

Tallahassee, Florida 32301-2525

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

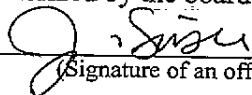
C T Corporation System

c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida 33324

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 of an officer, chairman or vice chairman of the board)

7-20-01
(Date)

J. Sinski, Secretary

(Printed or typed name and title)

(Date)

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.


(Signature of Registered Agent)

7-20-01
(Date)

If signing on behalf of an entity:

Jennifer J. McBurnett

(Typed or Printed Name)

Assistant Secretary

(Capacity)

CR2E045(4/95)

FILING FEE: \$35.00