

F 98000006624



ACCOUNT NO. : 072100000032

REFERENCE : 771617 7187011

AUTHORIZATION

COST LIMIT : \$35.00

ORDER DATE : July 20, 2000

ORDER TIME : 9:37 AM

ORDER NO. : 771617-285

CUSTOMER NO: 7187011

CUSTOMER: Ms. Anna Garcia
Encompass Services Corporation
3 Greenway Plaza
Suite 2000
Houston, TX 77046

FILED
00 AUG -8 AM 11:49
TALLAHASSEE, FLORIDA

CHANGE OF AGENT

600003348956--2

NAME: STEPHEN C. POMEROY, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

ROA Change
8-9-00
PMS

CONTACT PERSON: Jeanine Reynolds EXT 1133

RECEIVED
00 AUG -8 AM 10:40
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATE
REGISTRATION



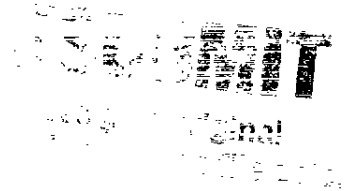
FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 8, 2000

CSC

TALLAHASSEE, FL

SUBJECT: STEPHEN C. POMEROY, INC.
Ref. Number: F98000006624



We have received your document for STEPHEN C. POMEROY, INC.. However, the document has not been filed and is being returned for the following:

PLEASE INCLUDE THE MAILING ADDRESS ON THE FORM.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 600A00042755

RECEIVED
00 AUG - 8 PM 4:42
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32314

**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: Stephen C. Pomeroy, Inc.
2. The mailing address of the corporation is: 3 Greenway Plaza, Suite 2000, Houston,
Texas 77046.
3. Date of incorporation/qualification: 12/4/98 Document number: F98000006624
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 and office: (P. O. Box Not Acceptable)

Corporation Service Company

1201 Hays Street

Tallahassee, Florida 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.

Gray Muzzy
(Signature of an officer, chairman or vice chairman of the board)

6/14/00
(Date)

Gray Muzzy, Vice President and Secretary
(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.

By: Karen Wehner
(Signature of Registered Agent)

7-31-2000
(Date)

If signing on behalf of an entity:

Karen Wehner
(Typed or Printed Name)

Asst. Vice President
(Capacity)

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