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FILED
2002 OCT -7 AM 9:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 603166 7231625

AUTHORIZATION :

Patricia Pigut

COST LIMIT : \$ 35.00

ORDER DATE : May 30, 2002

ORDER TIME : 3:07 PM

ORDER NO. : 603166-085

CUSTOMER NO: 7231625

CUSTOMER: Ms. Ann Fanning
Progress Energy, Inc
411 Fayetteville Street
Raleigh, NC 27601

RECEIVED
02 OCT -7 AM 8:48
TALLAHASSEE, FLORIDA

CHANGE OF AGENT

NAME: CARONET, INC.

500008227545--9

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Troy Todd

C. Coulliette OCT 07 2002

**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 North Carolina
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 : CARONET, INC.

2. The mailing address of the corporation : c/o Shareholder Relations

410 South Wilmington Street, P.O. Box 1551 - PEB 17B5, Raleigh, NC 27601

3. Date of incorporation/qualification: 03/26/1999 Document number: F99000001

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

Peninsula Registered Agents, Inc.

Suite 601, 215 S. Monroe Street

Tallahassee, FL 32301

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, 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.

Laura R. Dunlap

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

Oct. 2, 2002
(Date)

Laura R. Dunlap, Attorney in Fact

(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.

Cynthia L. Harris

(Signature of Registered Agent)

10/2/02
(Date)

If signing on behalf of an entity:

**Cynthia L. Harris
as its agent**

(Typed or Printed Name)

(Capacity)

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