F99000003799

CSC

ACCOUNT NO. : 072100000032

REFERENCE : 413550 7288102

AUTHORIZATION : Patricia Piggott

COST LIMIT : $ 35.00

FILED
2002 FEB 26 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : February 25, 2002

ORDER TIME : 9:40 AM

ORDER NO. : 413550-040

CUSTOMER NO: 7288102

900005021119--8

CUSTOMER: Ms. Lois Fontenot
M+w Zander Us, Inc.
1820 Preston Park Boulevard
Suite 2000
Plano, TX 75093

CHANGE OF AGENT

NAME: M+W ZANDER U.S. OPERATIONS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

________ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

C. Coulliette FEB 26 2002

CONTACT PERSON: Ellyn Herndon

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE FLORIDA

02 FEB 26 AM 10:23

RECEIVED

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.*

FILED
2002 FEB 26 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation:
M+W ZANDER U.S. OPERATIONS, INC.

2. The mailing address of the corporation:
1820 Preston Park Blvd., Ste. 200, Plano, TX 75093

3. Date of incorporation/qualification: July 26, 1999 Document number: F99000003799

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

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.

Dale Harman 2-19-02
(Signature of an officer, chairman or vice chairman of the board) (Date)

Dale Harman, CEO & 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
Anne M. Martin 2-25-02
(Signature of Registered Agent) (Date)

If signing on behalf of an entity:

Anne M. Martin Assistant Vice President
(Typed or Printed Name) (Capacity)

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

CR2E045(9/00)

DIVISION OF CORPORATIONS P.O. BOX 6327 TALLAHASSEE, FL 32314