

MO7000003878

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REGISTERED AGENT CHANGE

VALLEY NATIONAL GASES WV LLC

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EXAMINER
4/14/2009

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR LIMITED LIABILITY COMPANY

Pursuant to the provisions of sections 608.416 or 608.508, Florida Statutes, the undersigned limited liability company submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. Name of the limited liability company: VALLEY NATIONAL GASES WV LLC

2. (a) Principal office address of limited liability company: 6500 ROCKSIDE ROAD SUITE 200
(Note: **MUST BE STREET ADDRESS**) INDEPENDENCE OH 44131

(b) Mailing address of limited liability company:
(Note: **MAY BE POST OFFICE BOX**)

06/26/2007

3. Date of filing/registration in Florida

M07000003878

4. Document number

5. (a) Registered Agent and Registered Office shown on the records of the Florida Dept. of State

Registered Agent:

NATIONAL CORPORATE RESEARCH, LTD., INC.

Registered Office Address:

515 EAST PARK AVENUE
TALLAHASSEE FL 32301 US

(b) Enter name of **NEW Registered Agent** and/or **NEW Registered Office address**:

NEW Registered Agent:

C T Corporation System

NEW Registered Office Address:

1200 South Pine Island Road

(MUST BE FLORIDA STREET ADDRESS)

Plantation FL 33324

If the limited liability company is not organized under the laws of the State of Florida, it is hereby confirmed that after the change or changes are made, the Florida street address of the registered office and the business office of the registered agent will be identical. Or, in the case of a Florida limited liability company, it is hereby confirmed that the change(s) was/were authorized by an affirmative vote of the members of the limited liability company or as otherwise provided in the articles of organization or the operating agreement of the limited liability company.


(Signature of a member or authorized representative of a member)

Ryan Kenigsberg

(Printed or typed name of signer)

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 obligations of my position as registered agent as provided for in Chapter 608, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.

By:

C T Corporation System

(Signature of Registered Agent)

Kimberly Breunling

Assistant Secretary

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

FILING FEE: \$25.00

INHS18 (05/08)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT VNG Holdings LLC and VNG Holdings II LLC ("Limited Liability Companies"), both limited liability companies formed under the laws of the state of Delaware and the direct or indirect owner of the subsidiary entities shown on Schedule A attached hereto, does hereby appoint Jaimie Patti and Ryan Kenigsberg, employees of CT Corporation and acting solely in the capacity as employees of CT Corporation, as attorney-in-fact for the Limited Liability Companies to act for the Limited Liability Companies and in the Limited Liability Companies' name for the limited purposes authorized herein.

The Limited Liability Companies and the subsidiary entities listed, having taken all necessary steps to authorize the changes, hereby grants its attorney-in-fact the power to execute the documents necessary to change the Limited Liability Companies' and the subsidiary entities' registered agent and registered office, or the agent and office of similar import, in any state to CT Corporation, as directed and authorized by the Limited Liability Companies. The attorney-in-fact will not make such changes without the prior approval of the Limited Liability Companies.

In the execution of any documents necessary for the sole, limited purpose, set forth herein, Jaimie Patti and/or Ryan Kenigsberg shall exercise the power of Vice President, Assistant Secretary and/or Member/Manager.

This Power of Attorney expires when revoked by the undersigned

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 2nd day of April, 2009.

VNG Holdings LLC
VNG Holdings II LLC
Delaware Limited Liability Companies

By: VNG Holdings LLC, a Delaware Limited Liability Company
VNG Holdings II LLC, a Delaware Limited Liability Company

By: Steven C. Lee
Name: Steven C. Lee
Title: Vice President

State of Ohio
County of Cuyahoga

On April 2, 2009 before me, the undersigned, a Notary Public in and for said State, personally appeared Steven C. Lee, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me he/she/they executed the same in his/her/their authorized capacity (ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed this instrument.

Witness my hand and official seal.

Marysue Kusik
Insert Name, Notary Public



Marysue Kusik
Resident Summit County
Notary Public, State of Ohio
My Commission Expires: 08/12/2013

Schedule A

VALLEY NATIONAL GASES DELAWARE LLC
VALLEY NATIONAL GASES LLC
VALLEY NATIONAL GASES WV LLC
VNG HOLDINGS INC.
VNG PROPANE INTERMEDIATE HOLDINGS INC.
VNG PROPANE LLC
VNG PROPANE MANAGEMENT LLC
VNG PROPANE PRIME HOLDINGS LLC
ALLEGHENY WELDING & INDUSTRIAL SUPPLY CO., INC.
