

CT CORPORATION SYSTEM

P 26994

906 Olive Street
St. Louis, MO 63101
Tel. 314 231 8380
Fax 314 231 6454

March 17, 1998

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: MCCARTY-HOLMAN CO., INC.
PUMP AND SAVE, INC.
Order #: 1154933

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 20 PM 12:40

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-03/20/98-01054-001
*****35.00 *****35.00

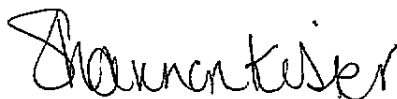
Gentlemen:

As requested by counsel, we enclose for filing two (2) Change of Registered Agent/Office forms on behalf of these corporations, together with funds in payment of the required fees.

Evidence of the filing should be returned to this office by regular mail.

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: 1-800-325-2671.

Very truly yours,



Shannon P. Kister
Customer Specialist

enc.

LA Change
3-24-98
CC

Florida Department of State, Jim Smith, 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 Mississippi submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: PUMP AND SAVE, INC.

1b. Date of incorporation September 26, 1989 Document number _____

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

Larry Hill

220 W. Garden Street, 9th Fl., Pensacola, FL 32501

3. 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 Rd., Plantation Florida 33324

The street address of its registered agent 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.



February 23, 1998

SIGNATURE

DATE

R. Barry Cannada Executive Vice President
(Type or printed name and title)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

C T CORPORATION SYSTEM
SIGNATURE BY: 
M. S. Green (Registered Agent)

DATE March 16, 1998

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

CR2E045 (7-91)

Filing Fee: \$35.00