

P27044



ACCOUNT NO. : 072100000032

REFERENCE : 859438 4376815

AUTHORIZATION :

Patricia Pyjuts

COST LIMIT : \$ 35.00

ORDER DATE : June 17, 1998

ORDER TIME : 9:54 AM

ORDER NO. : 859438-015

CUSTOMER NO: 4376815

CUSTOMER: Ms. Fran Swaney
The Gates Corporation
900 South Broadway

Denver, CO 80209

800002573388--4

CHANGE OF AGENT

NAME: EPICOR INDUSTRIES, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Andrew Cumper

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98 JUN 26 PM 3:52
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TALLAHASSEE, FLORIDA

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Florida Department of State, Sandra B. Mortham, Secretary of State

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

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: Epicor Industries, Inc.

2. The mailing address of the corporation is: 900 South Broadway Denver, CO 80217-5887

3. Date of incorporation/qualification: November 27, 1989 Document number: P27044

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, FL 32301

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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.

Cynthia L. Wolf 6/4/98 (Signature of an officer, chairman or vice chairman of the board) (Date)

Cynthia L. Wolf, Assistant Secretary 6/4/98 (Printed or typed name and title) (Date)

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 (Signature of Registered Agent) 6/25/98 (Date)

If signing on behalf of an entity:

Vivien S. Mitchell Assistant Vice President (Typed or Printed Name) (Capacity)