



CAPITOL CORPORATE SERVICES, INC.

P37838

June 6, 2001

FLORIDA SECRETARY OF STATE
Corporations Division
P O Box 6327
Tallahassee, FL 32314

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-06/13/01--01055--007
*****35.00 *****35.00

Attn: Corporate Filing Dept.

Re: COOPERHEAT-MQS, INC.

Dear Filing Clerk:

Enclosed please find a Statement of Change of Registered Office/Agent, for the above referenced name, which is to be filed in your office. I have enclosed check # 3062 in the amount of \$ 35.00 for the filing fee. After filing please return to me the file-stamped copy in the enclosed self-addressed envelope. If you have any questions please contact me at 800-472-0544.

Thank you,

D Case

Delanie Case

enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
2001 JUN 13 PM 2:07

*R.A. Charge
LFT 7-3-2001*

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: COOPERHEAT-MQS, INC.

2. The mailing address of the corporation is: 5858 Westheimer, Suite 625
Houston, TX 77057

3. Date of incorporation/qualification: 3/10/92 Document number: P37838

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

CT Corporation System
1200 S. Pine Island Rd.
Plantation, FL 33324

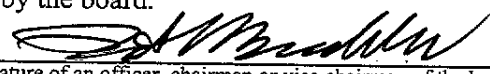
5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)

Capitol Corporate Services, Inc.
1333 North Duval St.
Tallahassee, FL 32303

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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.



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

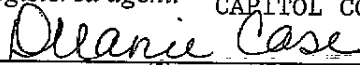
Peter R. Buchler
Executive Vice President

(Printed or typed name and title)

JUN 01 2001

(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. **CAPITOL CORPORATE SERVICES, INC.**



(Signature of Registered Agent)

6-5-01
(Date)

If signing on behalf of an entity:

Delanie Case

(Typed or Printed Name)

asst. sec.
(Capacity)

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