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March 2, 1999

Florida Secretary of State
P.O. Box 6327
Tallahassee, FL 32314

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-03/05/99-01092--007
*****35.00 *****35.00

RE: Collier Electric Company, Inc.
Change of Registered Agent

Dear Sir/Madam:

Please find enclosed for filing a Statement of Change of Registered Agent for the corporation, Collier Electric Company, Inc. Also enclosed is this Firm's check in the amount of \$35.00 for the filing fees for such matter.

If you have any questions, please contact me at the number written above. Thank you for your assistance.

Sincerely,

Mary Beth M. Clary

MBC/smb
Enclosures

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

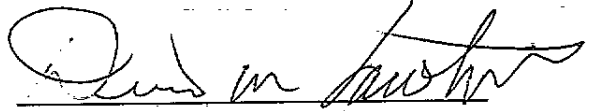
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**COLLIER ELECTRIC COMPANY, INC.
STATEMENT OF CHANGE OF REGISTERED AGENT**

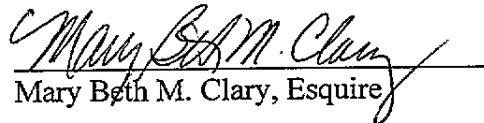
1. The name of the Corporation is COLLIER ELECTRIC COMPANY, INC.
2. The name of its present registered agent, as shown in the records of the Department of State of the State of Florida, prior to filing this statement is JOSEPH R. LOCKER, JR.
3. The street address of its present registered office, as shown in the records of the Department of State of the State of Florida, prior to filing this statement is 2150 Goodlette Road, 6th Floor, Naples, Florida 33940.
4. The name of its new registered agent is MARY BETH M. CLARY. The new agent's written consent is set forth below.
5. The address of the Corporation's new registered office will be 5801 Pelican Bay Blvd., Suite 300, Naples, FL 34108-2709.
6. The street address of the Corporation's registered office and the street address of the business office of its registered agent, as changed, will be identical.
7. Such change was authorized by resolution duly adopted by its Board of Directors.

March 1, 1999


Dennis M. Lawton, President

The undersigned new registered agent hereby consents to the above change and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of a registered agent.

March 1, 1999


Mary Beth M. Clary, Esquire