

CT CORPORATION SYSTEM

P960000 58927

December 24, 1997

1025 Vermont Avenue, NW
Washington, DC 20005
Tel. 202 393 1747
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Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

100002384171--0
-12/29/97-01033-009
Office Use Only *****35.00

Re: Copenhaver Holdings, Inc.
Majordomo Services, Inc.
Marks Office Furniture Acquisition Corp.
Office Supply of Feather Sound, Inc.
Prossaire Acquisition Corp.
The North Howard Corporation
Order #: 989672

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 DEC 29 PM 1:11

APPROVED
AND
FILED

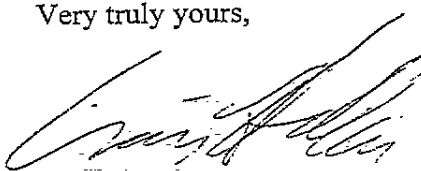
Dear Sir or Madam:

Enclosed for filing are **Statements of Change of Registered Office or Resident Agent or Both** together with funds in payment of the required fees on behalf of these corporations. These documents should be filed upon receipt.

Evidence of these filings should be returned to this office.

If you have any questions or if for any reason the filings cannot be effected promptly, please notify this office of the details by calling our toll-free number: 1-800-336-3376.

Very truly yours,


Craig Hundley
Associate Customer Specialist
Team One
Ext. 3022

Handwritten notes: OY, P96000058927, 2 pg, PA on, 12-29-97

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 Florida 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: Prossaire Acquisition Corp.

1b. Date of incorporation July 15, 1996 Document number P 96 0000 589 27

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

Corporate Access, Inc.


1116 D Thomasville Road, Tallahassee, Florida 32303

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.


SIGNATURE
November 20, 1997
DATE

Mark D. Director, Secretary
Typed or printed name and title

97/11/29 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
APPROVED
AND
FILED

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: 
(Registered Agent) Kevin Gallagher A.K.P.
DATE 12/24/97

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

CR2E045 (7-91)

FILING FEE: \$35.00