

997000001880

ACCOUNT NO. : 072100000032

REFERENCE : 269437 5034981

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 35.00

ORDER DATE : November 27, 2001

ORDER TIME : 1:53 PM

ORDER NO. : 269437-005

CUSTOMER NO.: 5034981

CUSTOMER: Ms. Ana M. Menendez  
Watsco, Inc.  
Suite 901  
2665 South Bayshore Drive  
Coconut Grove, FL 33133

RA  
change

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

RECEIVED  
01 NOV 29 PM 3:56

CHANGE OF AGENT

NAME: CP DISTRIBUTORS INC.

600004698236--2

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY

CONTACT PERSON: Angie Glisar -- EXT# 1124

EXAMINER:

AR

11/30/01

**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.

1. The name of the corporation : \_\_\_\_\_

CP DISTRIBUTORS INC.

2. The mailing address of the corporation : \_\_\_\_\_

13202 "I" STREET, OMAHA, NEBRASKA 68137

3. Date of incorporation/qualification: JANUARY 8, 1997 Document number: P97000001880

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

ANA M. MENENDEZ

2665 SOUTH BAYSHORE DRIVE, SUITE 901

COCONUT GROVE, FLORIDA 33133-2525

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

Corporation Service Company

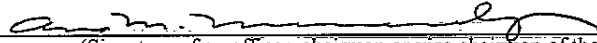
1201 Hays Street

Tallahassee, Florida 32301

FILED  
01 NOV 29 PM 4:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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)

Nov. 19, 2001  
(Date)

ANA M. MENENDEZ, ASSISTANT SECRETARY

(Printed or typed name and title)

*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.*

  
(Signature of Registered Agent)

11-27-01  
(Date)

If signing on behalf of an entity:

**Deborah D. Skipper  
Asst. V. Pres.**

(Typed or Printed Name)

(Capacity)

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