

P970000 78742

**NuCo<sub>2</sub> Inc.**

August 21, 1998

FILED  
98 AUG 24 AM 11:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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-08/24/98-01062-012  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Secretary of State  
Division of Corporations, Department of State  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Statement of Change of Registered Office or Registered Agent or Both for Corporations

Dear Madam:

Enclosed please find a Statement of Change of Registered Office or Registered Agent or Both for Corporations for NuCo<sub>2</sub> Acquisition Corp., a Florida corporation. Also enclosed is a check in the amount of \$35.00 for the applicable filing fee.

In the event of any questions, please contact the undersigned or Ruthie Clemente at (561) 221-1754.

Thank you.

Very truly yours,

*Eric M. Wechsler*

Eric M. Wechsler,  
Senior Vice President - Legal Affairs

cc: Ruthie Clemente

*R.A. Chang*  
*8-28-98*  
*CC*

0254

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 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 is: NuCo2 Acquisition Corp.
2. The mailing address of the corporation is: 2800 SE Market Place, Stuart,  
Florida 34997
3. Date of incorporation/qualification: 09/11/97 Document number: P97000078742
4. The name and address of the current registered agent and office:  
National Corporate Research, Ltd. Inc.  
1406 Hays Street, Suite No. 2  
Tallahassee, Florida 32301
5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)  
Eric M. Wechsler  
2800 SE Market Place  
Stuart, Florida 34997

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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.

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

8/14/98

(Date)

Joann Sabatino, Secretary

(Printed or typed name and title)

8/14/98

(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.

Eric M. Wechsler  
(Signature of Registered Agent)

8/14/98

(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)