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West Palm Beach

April 6, 1998

CAROLYN E. BROWN
813-227-6651

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

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-04/09/98--01048--015-3
*****35.00 *****35.00

Re: Fedder Inc. - Change of Registered Agent

Dear Sir or Madam:

Enclosed on behalf of Fedder, Inc. are the Statement of Change of Registered Office or Registered Agent or Both for Corporations, and a check in the amount of \$35 for the filing fee of this Statement of Change. Please date stamp the enclosed copy of this letter and return same to the undersigned as receipt of this Statement within the self-addressed, postage-prepaid envelope provided.

If anything further is needed please contact me by telephone rather than returning any documents.

Sincerely yours,

HOLLAND & KNIGHT LLP

Carolyn E. Brown

Carolyn E. Brown
Legal Assistant

/cb
Enclosures

TPA3-527090

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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*R.A. Change
4-14-98
CC*

Florida Department 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: FEDDER, INC.

1b. Date of Incorporation Effective 12/18/97 Document Number P97000108290

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

Robert H. Waltuch, c/o Holland & Knight LLP, 400 North Ashley Drive, Suite 2300, Tampa
Florida 33602

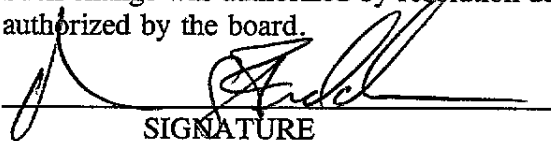
3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

Darrin J. Fedder, 267 Robin Drive, Sarasota, Florida 34236

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98 APR - 9 PM 1: 27

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

2/28/98
DATE


FEDDER, INC.
Typed or printed name of corporation

By: Darrin J. Fedder, President
Typed or printed name and title

ACCEPTANCE OF REGISTERED AGENT

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.

DATE 2/28/98

SIGNATURE 
Name: Darrin J. Fedder
(Registered Agent)