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June 15, 1998

Secretary of State
Florida Department of State
Divisions of Corporations
Post Office Box 6327
Tallahassee, FL 32314-6327

400002872484--3
-05/12/99--01057--002
*****35.00 *****35.00

Re: Carlin Cooling, Inc.

To Whom It May Concern:

Enclosed is Statement of Change of Registered Office and Agent in regard to the above referenced corporation. Also enclosed is a check in the amount of \$35.00, which represent your fees for this service.

Thank you for your assistance in this matter, and should you desire any additional information or documentation, please do not hesitate to contact me.

Yours very truly,



William E. Shenko, Jr.

WESJr/bd
enclosures

FILED
99 MAY 12 PM 12:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RAIRO
Change
3p 5/12/99

Charter No. P99000035599
Date Filed 4/19/99

STATEMENT OF CHANGE OF REGISTERED OFFICE
AND REGISTERED AGENT


Pursuant to the provisions of Sections 607.0501 and 607.0502, or 607.1508, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office and registered agent in the State of Florida.

1. The name of the corporation is: Carlin Cooling, Inc.
2. The name and address of its present registered agent is:

Filings, Inc.
3732 NW 16th Street
Fort Lauderdale, FL 33311
3. The name and street address to which its registered agent is to be changed is:

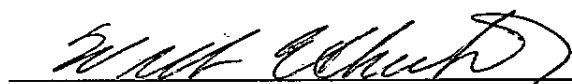
William E. Shenko, Jr.
2801 Estero Boulevard, Suite C
Fort Myers Beach, FL 33931
4. The street address of its registered office and the street address of the business office of its registered agent, as changed, are identical.
5. Such change was authorized by resolution duly adopted by its Board of Directors or by an officer of the corporation so authorized by the Board of Directors.

Dated this 3 day of May, 1999.


Kevin Carlin, President

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 PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT UNDER SECTION 607.0505, FLORIDA STATUTES.

Dated this 3 day of May, 1999.


William E. Shenko, Jr., Agent

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