

MILAM OTERO LARSEN
DAWSON & TRAYLOR, P.A.

Ann M. Meadows

16 7616

Writer's Direct Line:
904/398-5514, ext. 108

March 24, 1997

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

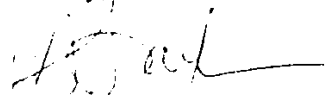
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**RE: Poulan/Weed Eater Consumer Service Organization, Inc.
Southeast Equipment Distributing Co.**

Dear Sir/Madam:

Please find enclosed two Statement of Change of Registered Office or Registered Agent forms for the above-referenced corporations. Also enclosed is a check in the amount of \$70.00 (\$35.00 each) for the filing fee.

Sincerely,



W. Hamilton Traylor

AMMfs

Enclosure

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*****70.00 *****35.00

RA change

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**STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of Sections 607.0501 and 607.0502, 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 or registered agent, or both, in the State of Florida.

- 1a. The name of the corporation is: Southeast Equipment Distributing Co.
- 1b. The mailing address of the corporation is: 300 Technology Park
Lake Mary, FL 32746
- 1c. Date of incorporation: 9/29/92 Document number: V67616

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

RAX CO., a Florida corporation
c/o Mahoney Adams & Criser, P.A.
50 N. Laura Street, 3400 Barnett Center
Jacksonville, FL 32202

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

MOTOLAW, Inc., a Florida corporation
c/o Milam Otero Larsen Dawson & Traylor, P.A.
1301 Riverplace Boulevard, Suite 1301
Jacksonville, FL 32207

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.

J. F. Alvarez
(Signature of an officer, chairman
or vice chairman of the board)

Dated: 3/19/97

J. F. Alvarez Vice President
(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.

MOTOLAW Inc., a Florida corporation

By: W. Hamilton Traylor Dated: 3/19/97
W. Hamilton Traylor, Vice President

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