

COMMONWEALTH OF KENTUCKY
JOHN Y. BROWN III
SECRETARY OF STATE

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John Y. Brown III
Secretary of State
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STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT OR BOTH

Pursuant to the provisions of Chapters 271B or 273 of the Kentucky Revised Statutes, the undersigned hereby applies to change the registered office or registered agent, or both on behalf of

AIR LIQUIDE AMERICA CORPORATION

(See Chapter 271B or 273)

which is organized in the state of Delaware, and for that purpose submits the following statements:

1. Name of current registered agent

C. T. Corp. Sys.

2. Registered agent is hereby changed to

Capitol Corporate Services, Inc.

3. Address of current registered office

KY. Home Life Bldg., Rm. 1102
Louisville, KY 40202

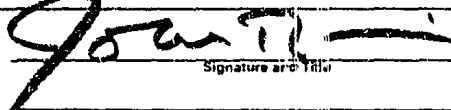
4. Registered office is hereby changed to

828 Lane Allen Road, Suite 219
Lexington, KY 40504

The street address of the registered office and the business office of the registered agent, as changed, will be identical

*** THE ENTITY HAS BEEN NOTIFIED OF THE CHANGE OF REGISTERED OFFICE ADDRESS ***

5. Signature of officer or chairman of the board

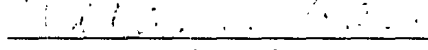

Signature and Title
Type or Print Name and Title

Dated: April 16, 2002

6. Consent of Registered Agent

Capitol Corporate Services, Inc.
(Print or type name)

consent to serve as the registered agent on behalf of the corporation.


Signature of Registered Agent

Delanie Case, Asst. Sec.

Type or Print Name & Title, if applicable