

# F03000004249

Florida Department of State  
Division of Corporations  
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DIVISION OF CORPORATIONS

## REGISTERED AGENT CHANGE MIDAMERICA GIFT CERTIFICATE COMPANY

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

05 JUL 15 AM 10:19

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Certificate of Status	0
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7-18  
M. K. Cho

**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, this statement of change is submitted for a corporation organized under the laws of the State of Colorado in order to change its registered office or registered agent, or both, in the State of Florida.

- 1. The name of the corporation: Midamerica Gift Certificate Company
- 2. The principal office address: 401 West Main Street, Louisville, KY 40202
- 3. The mailing address (if different): \_\_\_\_\_
- 4. Date of incorporation/qualification: 8-25-2003 Document number: F0300000424

5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

Lexis Nexis Document Solutions Inc.  
1201 Hayz Street  
Tallahassee, FL 32301-2525

6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):

CT Corporation System  
c/o CT Corporation System  
(P.O. Box or personal mailbox NOT acceptable)  
1200 South Pine Island Road, Plantation, Florida 33324

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, or the corporation has been notified in writing of the change.

*(Signature of an officer, director or vice chairman of the board)* Tornell Keenan, Attorney in Fact  
*(Printed or typed name and title)*

*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. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.*

CT Corporation System  
 By: Dale W. Morris  
(Signature of Registered Agent)

7/15/05  
(Date)

If signing on behalf of an entity:  
 \_\_\_\_\_  
(Typed or Printed Name)

DALE W. MORRIS  
ASSISTANT VICE PRESIDENT  
(Capacity)

\*\*\* FILING FEE: \$35.00 \*\*\*

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE AND MAIL TO:  
DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

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 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA  
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**POWER OF ATTORNEY**

NOTICE IS HEREBY GIVEN THAT BB&T Corporation ("Corporation"), a corporation incorporated under the laws of North Carolina does hereby appoint Al Farnell and Terrell Kearney as attorney-in-fact for the Corporation to act for the Corporation and subsidiaries of the Corporation attached hereto as Exhibit A (The "Subsidiaries") in the Corporation's and Subsidiaries' names for the limited purposes authorized herein.

The Corporation and Subsidiaries, having taken all necessary steps to authorize the changes, hereby grants its attorney-in-fact the power to execute the documents necessary to change the Corporation's and Subsidiaries' registered agent and registered office, or the agent and office of similar import, in any state.

This Power of Attorney expires when revoked by the Corporation or Subsidiaries.

IN WITNESS WHEREOF the undersigned have executed this Power of Attorney on this 4<sup>th</sup> day of February, 2005.

M. Patricia Oliver  
President/Vice President      Executive Vice President  
David L. Oliver  
Secretary/Assistant Secretary

Sworn to and subscribed before me  
this 13 day of February, 2005

Debbie L. Davis, North Carolina  
Notary Public, State of  
Commission Expires: August 4, 2009

OFFICIAL SEAL  
DEBBIE L. DAVIS  
NOTARY PUBLIC - NORTH CAROLINA  
COUNTY OF DAVIDSON  
My Commission Expires 8.4.09

## **Subsidiaries**

Agency Technologies, Inc. (SC)  
AREA Services, Inc KY  
Areal Insurance Agency  
Atlantic Wire Co, LLC  
Attenta, Inc  
BB&T Corporation  
BB&T Asset Management, Inc  
BB&T Bankcard Corp  
BB&T Collateral Service Corp  
BB&T Credit Participation Co  
BB&T Credit Services  
BB&T Factors Corp  
BB&T Insurance Services, Inc  
BB&T Investment Services, Inc.  
BB&T Leasing Corp  
BB&T Mortgage Reinsurance Cp  
BB&T Payroll Services Corp  
BB&T Service Corp  
BB&T-VA Collateral Service Cp  
Branch Banking & Tr VA  
Branch Banking & Trust Co  
Branch Banking & Trust of SC  
Branch Finance, LLC  
Branch Funding Trust  
Branch Holdings, LLC  
Branch Management, LLC  
Branch Realty, Inc  
BT Financial Corp  
Colony Financial Corp  
CRC Insurance Services, Inc  
Creative Payment Solutions, Inc  
Curtis Mortgage Co  
Farr Associates, Inc  
FCNB Capital Trust  
Ficorp of South Carolina  
Fidelity Service Corp  
First Freedom Investments  
First Service Corp  
First Virginia Insur Serv of MD  
First Virginia Life Insurance Co  
First Virginia Services, Inc  
Frederick Underwriters, Inc  
Friendly Finance Co, Inc  
FundNet, Inc.  
Greenville Car Mart, Inc.  
Grey Eagle, Inc.  
Grey Hawk, Inc  
Independent Trustees of VA

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PAGE 05/06

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- Investor Services, Inc.
- JMD Consulting Services, Inc
- Laureate Capital, LLC
- Lendmark Financial Services, Inc
- Lendmark Mortgage, Inc.
- LFS Reinsurance Co, Ltd
- Liberty Mortgage Corp
- Liberty Properties, Inc.
- M S & W, Inc
- Magic City Insure Agcy of AL, Inc
- Main Street Capital Trust I
- Mason-Dixon Capital Tr II
- Mason-Dixon Capital Trust
- Malewan Insurance & Investments, Inc
- Matewan Real Estate Holdings, Inc
- Matewan Realty Corp.
- Matewan Venture Fund
- McGriff, Seibels & Williams
- McGriff, Seibels & Williams-GA, Inc
- McGriff, Seibels & Williams-LA, Inc
- McGriff, Seibels & Williams-MD, Inc
- McGriff, Seibels & Williams-TX, Inc
- MidAmerica Gift Certificate Co
- Money 24, Inc.
- Monocacy Management Co
- National Financial Securities Corp
- Northeast Steel & Machine Products
- One Property Management, Inc
- One Valley Insurance Corp
- One Valley Square, Inc
- OVB Foreclosed Properties, Inc
- PMB Holdings, Inc.
- PMB Investments, Inc
- Premier Capital Trust I
- Prime Rate Premium Finance
- RBI Capital Trust I
- Real Property, Inc
- Real Restaurant Owners, Inc
- Rega Insurance Services, Inc.
- Regional Acceptance Corp
- Scott & Stringfellow Realty, Inc
- Scott & Stringfellow, Inc
- SHDR Investment Advisors, Inc
- Sheffield Financial LLC
- Southern Cross Insur Serv, Inc
- Stanley, Hunt, DuPree & Rhine, Inc
- Sterling I, Inc
- Sterling III, Inc.
- Sterling Title Holdings, Inc.
- Unified Investors Life Insurance Co

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PAGE 06/06

07/15/2005 15:16

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Valley Security Insurance  
WILSON FIDUCIARY MANAGEMENT CORP.