

F92000000119



THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 241800 7115608

AUTHORIZATION :

Patricia Pyjut

COST LIMIT :

35.00

ORDER DATE : May 14, 1999

ORDER TIME : 9:48 AM

ORDER NO. : 241800-005

200002879282--6

CUSTOMER NO: 7115608

CUSTOMER: Ms. Lisa Randolph
Jackson National Financial
5901 Executive Drive
P.o. Box 24068
Lansing, MI 48911

RECEIVED

99 MAY 18 PM 3:55

DEPARTMENT OF STATE
DIVISION OF CORPORATE AFFAIRS
TALLAHASSEE, FLORIDA

CHANGE OF AGENT

NAME: NATIONAL PLANNING CORPORATION OF AMERICA

99 MAY 18 PM 4:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Mimi Stephens

G. COULLIETTE MAY 18 1999

Florida Department of State, Sandra B. Mortham, Secretary of State

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

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 Delaware submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: NATIONAL PLANNING CORPORATION OF AMERICA

2. The mailing address of the corporation is: P.O. Box 24068 Lansing, MI 48909

3. Date of incorporation/qualification: November 5, 1992 Document number: F92000000119

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

Jim Pietrzak
9800 4th Street, North, #400
St. Petersburg, FL 33702

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

Corporation Service Company
1201 Hays Street
Tallahassee, FL 32301

FILED
99 MAY 18 PM 4:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

[Signature]
(Signature of an officer, chairman or vice chairman of the board)

May 13, 1999
(Date)

VP, CFO, COO, and Treasurer
(Printed or typed name and title)

May 13, 1999
(Date)

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.

[Signature]
(Signature of Registered Agent)

5/12/99
(Date)

If signing on behalf of an entity: Karen B. Rozar, Asst. Sec. Corporation Service Company

(Typed or Printed Name) (Capacity)