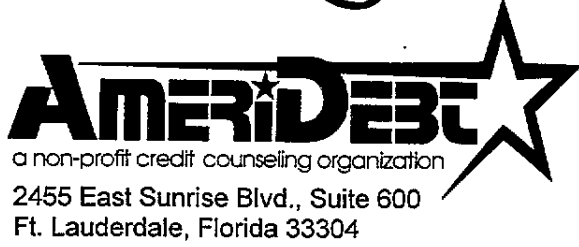


F98000002889



Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1. _____ (Corporation Name) (Document #)
- 2. _____ (Corporation Name) (Document #)
- 3. _____ (Corporation Name) (Document #)
- 4. _____ (Corporation Name) (Document #)

FILED
01 MAR 15 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- Walk in
- Mail out
- Pick up time _____
- Will wait
- Photocopy
- Certified Copy
- Certificate of Status

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

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-02/06/01--01022--004
*****35.00 *****35.00

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 8, 2001

AMERIDEBT
2455 E. SUNRISE BLVD.
SUITE 600
FORT LAUDERDALE, FL 33304

SUBJECT: AMERIDEBT, INC.
Ref. Number: F98000002889

We have received your document for AMERIDEBT, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must have original signatures.

The document is illegible and not acceptable for imaging.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6869.

Teresa Brown
Corporate Specialist

Letter Number: 301A00007719

JAN-11-01 (THU) 12:43

SPIRER & GOLDBERG P

202 628 4608

P. 002

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 Maryland 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 : AmeriDebt, Inc.
- 2. The mailing address of the corporation : 12800 Middlebrook Road, 3rd Floor,
Germantown, Maryland 20874
- 3. Date of incorporation/qualification: 5/20/98 Document number: FS800002889
- 4. The name and address of the current registered agent and office:

Steve Ross
2455 Sunrise Blvd. #600
Fort Lauderdale, FL 33304

- 5. The name and address of the new registered agent (if changed) and/or registered office (if changed) (P. O. Box Not Acceptable)

Ed Catsos
2703B Gateway Drive
Pompano Beach, FL 33069

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 01 MAR 15 AM 11:16
 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.

Jeff Formulak
(Signature of an officer, chairman or vice chairman of the board)

1/11/01
(Date)

Jeff Formulak, VP and Treasurer

(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.

Edward J. Catsos
(Signature of Registered Agent)

1/11/01
(Date)

If signing on behalf of an entity,

(Official or Printed Name)

(Capacity)

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