

F98000003126
 CORPORATION(S) NAME

FILED
 01 NOV -7 PM 4:51
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

CFN Finance, Inc.

RA Change

300004671233--4
 -11/07/01--01052--008
 *****35.00 *****35.00

- | | | |
|--|---|--|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input checked="" type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name _____ Availability _____ 11/7/01 Order#: 4885333
 Document _____ Ref#: _____
 Examiner *DR*
 Updater *AD* *MS*
 Verifier _____ Amount: \$ _____
 W.P. Verifier _____

660 East Jefferson Street
 Tallahassee, FL 32301
 Tel. 850 222 1092
 Fax 850 222 7615

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 : CFN Finance, Inc.

2. The mailing address of the corporation : Two Liberty Place, 1601 Chestnut Street, Philadelphia, PA 19103

3. Date of incorporation/qualification: 8/27/1998 Document number: F98000003126

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

Corporation Service Company

1201 Hays Street

Tallahassee, FL 32301

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

C T Corporation System

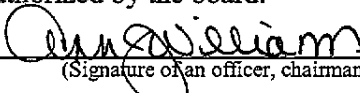
c/o C T Corporation System, 1200 South Pine Island Road,

Plantation, Florida 33324

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

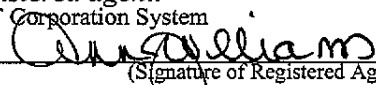
Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.


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

October 30, 2001
(Date)

Ann J. Williams, Attorney-in-fact
(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.

C T Corporation System
By:  October 30, 2001
(Signature of Registered Agent) (Date)

If signing on behalf of an entity:

Ann J. Williams Assistant Vice President
(Typed or Printed Name) (Capacity)

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

POWER OF ATTORNEY

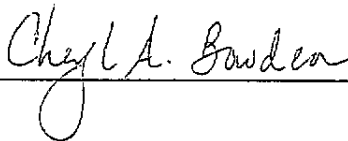
NOTICE IS HEREBY GIVEN THAT YouDecide.com, Inc., a corporation incorporated under the laws of Delaware, and CFN Finance, Inc., a corporation incorporated under the laws of Delaware (collectively "the Companies"), do hereby appoint Victor A. Duva and Ann J. Williams as attorneys-in-fact for the Companies to act for the Companies and in the Companies' names for the limited purposes authorized herein.

The Companies, having taken all necessary steps to authorize the changes, hereby grant their attorneys-in-fact the power to execute the documents necessary to change the Companies' registered agents and registered offices in any state.

This Power of Attorney expires on the 16th day of January, 2002.

IN WITNESS WHEREOF, the undersigned have executed this Power of Attorney on this 16th day of October, 2001.

YouDecide.com, Inc.



CFN Finance, Inc.

