

Examiner's Initials

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: INVEST FINANCIAL CORPORATION

2. The mailing address of the corporation is: 2701 North Rocky Point Drive, 7th Floor
Tampa, FL 33607

3. Date of incorporation/qualification: 2/12/82 Document number: 729317009

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

CT CORP SYSTEM

1200 South Pine Island Road

Plantation FL 33324

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

Richard M. Nummi, Chief Compliance Officer

INVEST Financial Corporation

2701 North Rocky Point Drive, 7th Floor

Tampa, FL 33607

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.

Merlin R. Gackle
(Signature of an officer, chairman or vice chairman of the board)

Dec. 3, 1997
(Date)

MERLIN R. GACKLE, Chairman & CEO
(Printed or typed name and title)

Dec. 3, 1997
(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.

RL
(Signature of Registered Agent)

11/26/97
(Date)

If signing on behalf of an entity:

Richard M. Nummi

(Typed or Printed Name)

Chief Compliance Officer

(Capacity)