BROWN & COMPANY
Securities Corporation

851918

April 26, 2002

Via Federal Express

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Change of Registered Agent – Brown & Company Securities Corporation

To whom it may concern:

Enclosed for filing is the completed Change of Registered Agent for Brown & Company Securities Corporation (Document #851918) along with our company check in the amount of $35.00.

Should there be any questions, please feel free to contact the undersigned at (617) 624-6385. Thank you for your assistance in this matter.

Very truly yours,

Gwen M. LaPadula

Gwen M. LaPadula
Paralegal

GML:
Enclosures
cc: Thomas F. Hollenbeck
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02 APR 29 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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 Massachusetts *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 : Brown & Company Securities Corporation

2. The mailing address of the corporation : 1 Beacon Street, Boston, MA 02108

3. Date of incorporation/qualification: 2/22/82 Document number: 851918

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

Mindy Miles
111 North Orange Avenue
Orlando, FL 32801

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

Joanne Valk-Kerr
Brown & Company Securities Corporation
4110 George Road
Tampa, FL 33634

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.

Elizabeth Fisher

(Signature of an officer, chairman or vice chairman of the board) 4/25/02 (Date)

Elizabeth J. Fisher, President & CEO

(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.

Joanne Valk-Kerr

(Signature of Registered Agent) 24 Apr 02 (Date)

If signing on behalf of an entity:

Joanne Valk-Kerr (Typed or Printed Name) Manager (Capacity)

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TALLAHASSEE, FLORIDA

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

CR2E045(9/00)

DIVISION OF CORPORATIONS P.O. BOX 6327 TALLAHASSEE, FL 32314