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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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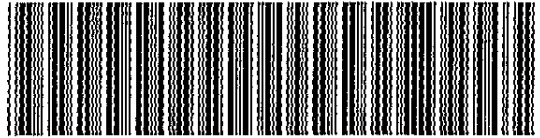
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7/23
[Signature]



The Athena Funding Group

Friday, July 18, 2003

Department of State
Division of Corporations
Amendments Section
P.O. Box 6327
Tallahassee, FL 32314

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Dear Sirs:

I have enclosed a Statement of Change of Registered Office or Agent for each of the following companies and partnerships:

Athena Funding Group, Inc.
Athena Funding Group, LLLP
Athena Funding Group II, LLLP
Athena Funding Group III, LLLP
Athena Funding Group IV, LLLP

I have enclosed a check in the amount of \$175.00 (\$35.00 fee for each). Please return all correspondence to the address listed below.

Should you have any questions or concerns, feel free to contact me directly at (813) 987-9500.

Sincerely,

Michael J. Weinard
President, Athena Funding Group, Inc.,
General Partner of all Athena Funding Group
Limited Liability Limited Partnerships

The Athena Funding Group
5035 East Busch Blvd., Suite #5
Tampa, Florida 33617

Telephone: (813) 987-9500 Facsimile: (813) 987-9511 Toll Free: (800) 824-2615

**LIMITED PARTNERSHIP STATEMENT OF CHANGE OF REGISTERED
OFFICE OR REGISTERED AGENT, OR BOTH**

Pursuant to the provisions of sections 620.105 and 620.1051, Florida Statutes, the undersigned limited partnership submits the following statement in order to change its registered office or registered agent, or both, in the state of Florida.

1. Name of the limited partnership:

Athena Funding Group III, LLLP

2. Date of filing/registration in Florida:

May 31, 2002

3. Document number assigned:

A02000000893

4. The name of the registered agent and the registered office address as shown on the records of the Florida Department of State:

Michael J. Weinard
18904 Beachdrop Place
Tampa, Florida 33647

5. The name and address of the new registered agent and/or office:

Michael J. Weinard
5035 East Busch Blvd., Suite #5
Tampa, Florida 33617

6. Such change(s) was/were authorized by the general partner:



Michael J. Weinard, President of Athena
Funding Group, Inc., General Partner

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 obligations of my position as registered agent. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the limited partnership has been notified in writing of this change.

Dated this 18th day of July, 2003.



Michael J. Weinard, Registered Agent

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FLORIDA