

F00000001233

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TALLAHASSEE, FLORIDA

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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** HOMEGAIN.COM, INC.  
(Name of Corporation)

**DOCUMENT NUMBER:** F00000001233

The enclosed Statement of Change of Registered Office/Agent and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Terry Tarwater  
(Name of Contact Person)

Charles Baclet and Associates, Inc.  
(Firm/Company)

2875 Michelle Drive, Suite 100  
(Address)

Irvine, California 92606  
(City/State and Zip Code)

For further information concerning this matter, please call:

Terry Tarwater at ( 949 ) 955-9585  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a \$35.00 check made payable to the Department of State.

**Mailing Address:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**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, this statement of change is submitted for a corporation organized under the laws of the State of Delaware in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation: HOME GAIN.COM, INC.
2. The principal office address: 1250 45th Street, Suite 200, Emeryville, CA 94608
3. The mailing address (if different): \_\_\_\_\_
4. Date of incorporation/qualification: February 28, 2000 Document number: F00000001233

5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

C T Corporation System  
1200 South Pine Island Road  
Plantation, FL 33324

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6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):

NRAI Services, Inc.  
2731 Executive Park Drive, Suite 4  
(P.O. Box NOT acceptable)  
Weston, FL 33331

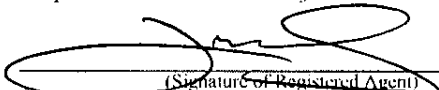
The street address of its registered office and the street address of the business office of its registered agent, as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board, or the corporation has been notified in writing of the change.

  
(Signature of an officer or director)

Louis Cammarosano, Secretary  
(Printed or typed name and title)

*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. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.*

  
(Signature of Registered Agent)

2/27/09  
(Date)

If signing on behalf of an entity:

Jose Castellanos, Assistant Secretary  
(Typed or Printed Name)

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