

From

Division of Corporations

4/2005 11:43 #211 001/002

Page 1 of 1

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Florida Department of State
Division of Corporations
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Account Name : NATIONAL CORPORATE RESEARCH, LTD.
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REGISTERED AGENT CHANGE

DISTRIBUTION FUNDING II INC.

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RA Change

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From:

05/24/2005 21:44 #211 P.002/002

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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, 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:

DISTRIBUTION FUNDING II INC.

2. The principal office address:

445 BROAD HOLLOW ROAD, SUITE 239, MELVILLE NY 11747

3. The mailing address (if different):

4. Date of incorporation/qualification: 5/6/2004 Document number: F01000003713

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

LEXISNEXIS DOCUMENT SOLUTIONS INC

1201 HAYS STREET

TALLAHASSEE FL 32301

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

National Corporate Research, Ltd., Inc.

103 N. Meridian Street

(P.O. Box NOT acceptable)

Tallahassee Florida 32301

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.

Bernard J. Angelo
(Signature of an officer or director)

Bernard J. Angelo Vice President
(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.

Ida Borovoy
(Signature of Registered Agent)

5/23/05
(Date)

If signing on behalf of an entity:

Ida Borovoy, Asst. Secy.

(Typed or Printed Name)

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MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE
MAIL TO: DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

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