

F01000005683

US CorpWorks Inc
3500 East 17th Avenue
Denver, CO 80206
888-967-5799
Fax: 303-393-8900

August 28th, 2002

Secretary of State's Office
Corporations Division
PO Box 6327
Tallahassee, FL 32314

700007533387--5
-09/05/02--01020--013
*****35.00 *****35.00

Re: First Source Financial USA

Dear Madam/Sir:

Enclosed is the following document(s) for filing in your office, together with a check covering your fees:

Change of Address

If all is in order, kindly return your usual evidence of filing to my attention.

Please call the toll-free number listed above if for any reason the filings cannot be made.

Sincerely,

Sabrina Tillapaugh
Sabrina Tillapaugh

RAIRO change
@ 9/16/02

FILED
02 SEP -5 AM 11:55
CLERK OF STATE
TALLAHASSEE, FLORIDA

**STATEMENT OF CHANGE OF REGISTERED AGENT AND/OR
REGISTERED OFFICE FOR ALIEN BUSINESS ORGANIZATION
AND FOREIGN CORPORATION**

PURSUANT TO SECTION 607.0505, FLORIDA STATUTES, THE UNDERSIGNED ALIEN BUSINESS ORGANIZATION OR FOREIGN CORPORATION SUBMITS THE FOLLOWING STATEMENT IN ORDER TO CHANGE ITS REGISTERED OFFICE AND/OR REGISTERED AGENT:

1. First Source Financial USA, Inc.
(Name of alien business organization or foreign corporation)
2. 10/31/01 3. F01000005683 4. 880386055
(Florida registration date) (Florida document number) (FEI Number, if applicable)
5. 2920 North Green Valley Pkwy, Suite 312, Henderson NV 89014
(Principal office address)

6. Name and address of registered agent and office currently on record with this office:

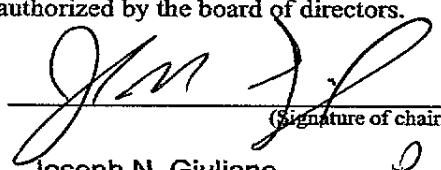
CT Corporation System
1200 South Pine Island Road
Plantation FL 33324

7. New registered agent and/or office address:

NRAI Services, Inc.
526 E. Park Avenue
Tallahassee FL 32301

(Note: Registered office must be a Florida street address)

8. The street address of the registered office and the street address of the business office of the registered agent are identical.
9. Such change was authorized by the board of directors or an officer of the corporation so authorized by the board of directors.

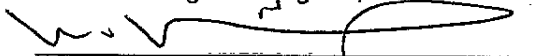
10. 
(Signature of chairman, vice chairman, or officer)

11. Joseph N. Giuliano PRES. / CEO
(Name and capacity of person signing in number 10 above)

12. Signature of new registered agent, if applicable:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of section 607.0505, Florida Statutes.

National Registered Agents, Inc.


(Registered agent accepting appointment)

Michael Mirrione, Assistant Secretary

08/26/02

(Date)

FILING FEE: \$35.00

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

FILED
02 SEP -5 AM 11:55
TALLAHASSEE, FLORIDA
SECRETARY OF STATE