

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Brooke Franchise Corporation
(Name of corporation)

DOCUMENT NUMBER: F03000001000

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:

Susan James
(Name of person)

Brooke Franchise Corporation
(Name of firm/company)

10950 Grandview, Suite 600
(Address)

Overland Park, KS 66210
(City/state and zip code)

For further information concerning this matter, please call:

Susan James at (800) 642-1872 ext. 168
(Name of 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
409 E. Gaines Street
Tallahassee, FL 32399

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 Missouri in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation: Brooke Franchise Corporation

2. The principal office address: 10950 Grandview, Suite 600, Overland Park, Kansas 66210

3. The mailing address (if different): same

4. Date of incorporation/qualification: 2/27/2003 Document number: F03000001000

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

CT Corporation System

1200 South Pine Island Road

Plantation, FL 33324

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

Gerald Grubba

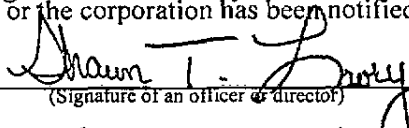
101 Federal Place, Suite 101

(P.O. Box or personal mailbox NOT acceptable)

Tarpon Springs, FL 34689

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)

Shawn T. Lowry 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.


(Signature of Registered Agent)

March 31, 2004
(Date)

If signing on behalf of an entity:

Gerald Grubba
(Typed or Printed Name)

Regional Manager
(Capacity)

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

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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