

F03000003939

Florida Department of State

Division of Corporations

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DIVISION OF CORPORATIONS

REGISTERED AGENT CHANGE

WATERMARK FINANCIAL PARTNERS, INC.

Certificate of Status	0
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Page Count	03
Estimated Charge	\$35.00

SECRETARY OF STATE
TALLAHASSEE, FL

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

1. The name of the corporation: Watermark Financial Partners, Inc.
2. The principal office address: 4582 South Ulster Street, Suite 300, Denver, CO 80237
3. The mailing address (if different): _____
4. Date of incorporation/qualification: 08/04/03 Document number: F03000003439

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

Florida Filing and Search Services, Inc.

1333 North Duval Street

Tallahassee, FL 32302

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

CT Corporation System

c/o CT Corporation System

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

1200 South Pine Island Road, Plantation, Florida 33324

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.

Jeffrey Butterfield / Secretary / Power of Atty.

(Signature of an officer, chairman or vice chairman of the board)

(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.

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By:

11/02/04

(Signature of Registered Agent)

(Date)

If signing on behalf of an entity:

Barbara A Burke

(Typed or Printed Name)

BARBARA A. BURKE
SPECIAL ASSISTANT SECRETARY

(Capacity)

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

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

POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT James J. Shatz, the Corporate Secretary and Tom Carpenter, the Vice President of Compliance of Watermark Financial Partners, Inc., a corporation incorporated under the laws of Colorado, and of the subsidiary entities shown on the list appended hereto does hereby appoint Jeffrey Butterfield and James Bordonaro as attorney-in-fact for the Corporation and for the subsidiary entities to act for the Corporation and for the subsidiary entities and in the name of the Corporation and of the subsidiary entities for the limited purposes authorized herein.


The Corporation and the subsidiary entities, having taken all necessary steps to authorize the changes, hereby grants its attorney-in-fact the power to execute the documents necessary to change the Corporation's and the subsidiary entities' registered agent and registered office, or the agent and office of similar import, in any state.

In the execution of any documents necessary for the purposes set forth herein, Jeffery Butterfield shall exercise the power of Corporate Secretary and James Bordonaro shall exercise the power of Secretary.


This Power of Attorney expires when revoked by the Corporation or Subsidiaries.

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 2nd day of November, 2004.


James J. Shatz / Corporate Secretary


Tom Carpenter / Vice President of Compliance

Sworn to and subscribed before me
This 2nd day of November, 2004.


Notary Public, State of Florida, County of Duval

Commission Expires: Feb 4, 2007

