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07/07/08--01056--005 **35.00

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08 JUL -7 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

R. A. Chong
B. Goulette JUL 10 2008



Regulatory Counsel Group, Inc.

Mortgage Licensing & Compliance Advisors

www.regulatorycounsel.com

June 30, 2008

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Virgin Money USA, Inc.

To Whom It May Concern:

This provides you with information on behalf of **Virgin Money USA, Inc.** to record a change of registered agent. As their Agent, Regulatory Counsel Group, Inc. has enclosed the following:

1. A check in the amount of \$35.00 (filing fee)
2. Two (2) original Statement of Change Documents (signed)
3. A self-addressed, stamped envelope to send approval back to my attention.

Please send all correspondence to:
Regulatory Counsel Group, Inc.
800 Abbey Court
Alpharetta, GA 30004

Thank you for your cooperation. If you have any questions, please contact me via phone at (770) 992-7779, via email at llesser@rcgteam.com or via fax at (770) 992-0779.

Sincerely,

Lisa A. Lesser
Account Executive

Enclosures

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Virgin Money USA, Inc.
(Name of Corporation)

DOCUMENT NUMBER: F07000005292

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:

Lisa Lesser, Account Executive
(Name of Contact Person)

Regulatory Counsel Group, Inc.
(Firm/Company)

800 Abbey Court
(Address)

Alpharetta, Georgia 30004
(City/State and Zip Code)

For further information concerning this matter, please call:

Lisa Lesser, Account Executive at (770) 992-7779
(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

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 DE

1. The name of the corporation: **Virgin Money USA, Inc.**

2. The principal office address: 69 HICKORY DRIVE

WALTHAM, Massachusetts 02451-1011

3. The mailing address (if different):

4. Date of incorporation/qualification: 10/24/2007 Document number: F07000005292

CT Corporation System

1200 South Pine Island Road

Plantation, FL 33324

NRAI Services, Inc.

2731 Executive Park Drive, Suite 4

(P.O. Box NOT acceptable)

Weston, FL 33331

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.

Ashraf Khan
(Signature of an officer or director)

Asheesh Advani, President/Director
(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)

6/12/08
(Date)

If signing on behalf of an entity:

Scott Scher

(Typed or Printed Name)

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

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

CR2E045 (8/05)