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Nov 17 1997 12:00 am  
Secretary of State

FILING COVER SHEET

REFERENCE: 0173.978  
DATE: 11-17-97 RA  
CONTACT: CINDY HICKS Change  
FROM: CORPORATE & CRIMINAL RESEARCH SERVICES  
103 N. MERIDIAN STREET  
TALLAHASSEE, FL 32301  
TELEPHONE: 222-1173  
SUBJECT: Union Financial Corporation

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97 NOV 17 12:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE FEES PREPAID WITH CHECK # 7697 FOR \$ 35.00

PLEASE FILE:

Change of Agent

500002348335--2  
-11/17/97--01031--013  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

- ( ) ARTICLES OF INC. ( ) AMENDMENT ( ) DISSOLUTION ( ) ANNUAL REPORT  
( ) QUALIFICATION ( ) LIMITED PARTNERSHIP ( ) ANNUAL REPORT  
( ) FICTITIOUS NAME ( ) LIMITED LIABILITY ( ) REINSTATEMENT  
( ) UCC-1

PROVIDE US WITH:

- ( ) CERTIFIED COPY

Plante	11/17/97
Am (UCC-3)	
Document Examiner	BOU
Updater	( ) CERTIFICATE OF STATUS
Update Verifier	BOU
Acknowledgement	BOU
W.P. M...	BOU

Examiner's Initials

STAMPED COPY  
NOV 17 1997  
11:10:25  
CORPORATION

Florida Department of State, Jim Smith, Secretary of State

**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, the undersigned corporation organized under the laws of the State of California submits the following statement in order to change its registered office or registered agent, or both, in the State Florida.

1a. The name of the corporation is: \_\_\_\_\_  
Union Financial Corporation

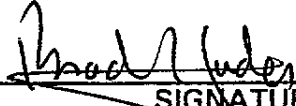
1b. Date of incorporation: January 2, 1993 Document number F93000000334

2. The name and address of the current registered agent and office:  
Thomas Noonan  
2455 East Sunrise Blvd. #700, Ft. Lauderdale, FL 33304

3. The name and address of the new registered agent and office:  
(P.O. Box Not Acceptable)  
NRAI Services, Inc.  
526 East Park Avenue, Tallahassee, Florida 32301

The street address of its registered agent 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.

  
SIGNATURE  
November 12, 1997  
DATE

Brad T. Ludes, Sr. Vice-President/CFO  
Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

NRAI Services, Inc.  
SIGNATURE By:  C. Baclet  
(Registered Agent)  
DATE November 14, 1997