

F93000001293

CT CORPORATION SYSTEM

June 16, 1997

208 South LaSalle Street  
Chicago, IL 60604  
Tel 312 345 4328  
Fax 312 345 4344

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

800002217178--1  
-06/19/97--01073--014  
\*\*\*\*\*00 \*\*\*\*\*35.00

RE: REO HOLDING COMPANY (CA Dom)  
Order #901659

TO WHOM IT MAY CONCERN:

Enclosed for filing is the following document :

(STATEMENT OF CHANGE OF REGISTERED  
OFFICE OR REGISTERED AGENT)

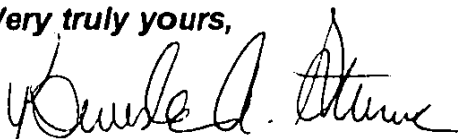
Please have the attached filed, as soon as possible, returning  
usual evidence to me in the self-addressed stamped envelope  
attached.

Our check covering the required fee is attached. If this fee is  
insufficient or if, for any other reason, this filing cannot be  
completed as requested, please contact the undersigned by  
using our toll-free number: 1-800-475-1212.

Thanking you in advance for your anticipated cooperation in  
this matter, I remain,

R.A. / change

Very truly yours,



Beverlee A. Stuewe  
Senior Customer Specialist

bas/Enclosure(s)

Beverlee A. Stuewe GAVE

AUTHORIZATION BY PHONE TO  
CORRECT The capacity of R.A.

DATE 6-24-97

DOC EXAM 

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 of Florida.

1a. The name of the corporation is: REO Holding Company

1b. Date of incorporation CA November 3, 1987 Document number CL599596  
Date of qualification FL March 9 1993 Document number FB00000293

2. The name and address of the current registered agent and office:

Stuart D. Downey

5900 North Andrews Avenue, Suite 627, Ft. Lauderdale, FL 33309

3. The name and address of the new registered agent and office:  
(P.O. Box Not Acceptable)

C T CORPORATION SYSTEM

c/o C T CORPORATION SYSTEM, 1200 South Pine Island Rd., Plantation, Florida 33324

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.

*F. J. McIntosh*  
SIGNATURE  
6/5/97  
DATE

Frederick J. McIntosh, Vice President  
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.

SIGNATURE BY: *FRANK P. Regan* ASS. Secretary  
DATE 6/16/97 (Registered Agent) FRANK P. Regan

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