

F94000000154

National Registered Agents, Inc.

FILED
97 APR 21 AM 9:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

VIA U.S. MAIL
April 15, 1997

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

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-04/21/97--01108--008
*****35.00 *****35.00

RE: FEDERATED FINANCIAL RESERVE CORPORATION

Dear Sir/Madam:

Enclosed for filing, please find the appropriate document required by your state for changing the registered agent to National Registered Agents, Inc. Also, please find a check in the amount of \$35.00 to cover your filing fees.

Please process as soon as possible and return a filed stamped copy in the enclosed self-addressed stamped envelope.

If you have any questions or if I can help you in any way possible, please call.

Very truly yours,

CHARLES BACLET AND ASSOCIATES, INC.



Vicki R. Stump
Paralegal

Enclosures

RA Chg.

VB 4/29

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
Delaware 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: _____

Federated Financial Reserve Corporation

1b. Date of incorporation: 1-12-94

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2. The name and address of the current registered agent and office:
The Prentice-Hall Corporation System, Inc.

1201 Hays Street, Suite 105, Tallahassee, Florida 32301

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

Alan C. Winick, Assistant Secretary

Typed or printed name and title

April 4, 1997
DATE

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 COM-
plete 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) Vice Pres.

DATE April 15, 1997