

F95000002859



ACCOUNT NO. : 072100000032

REFERENCE : 596571 7197172

AUTHORIZATION :

COST LIMIT : \$ 35.00

Patricia Piguet

ORDER DATE : February 22, 2000

ORDER TIME : 9:20 AM

ORDER NO. : 596571-070

100003156581--4

CUSTOMER NO: 7197172

CUSTOMER: Ms. Miriam Katz
National Financial Partners
1301 Avenue Of The Americas
30th Floor
New York, NY 10019

CHANGE OF AGENT

NAME: GOODMAN FINANCIAL GROUP, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Tamara Odom

FILED

00 MAR -3 PM 3:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

00 MAR -3 AM 10:38

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

8. PAYNE MAR 3 2000

**STATEMENT OF CHANGE OF REGISTERED AGENT AND/OR
REGISTERED OFFICE FOR ALIEN BUSINESS ORGANIZATION
AND FOREIGN CORPORATION**

PURSUANT TO SECTION 607.0505, FLORIDA STATUTES, THE UNDERSIGNED ALIEN BUSINESS ORGANIZATION OR FOREIGN CORPORATION SUBMITS THE FOLLOWING STATEMENT IN ORDER TO CHANGE ITS REGISTERED OFFICE AND/OR REGISTERED AGENT:

1. GOODMAN FINANCIAL GROUP, INC.
(Name of alien business organization or foreign corporation)

2. June 13, 1995 3. f95000002859 4. 650582907
(Florida registration date) (Florida document number) (FEI Number, if applicable)

5. 5150 Tamiami Trail North, #300, Naples, FL 34103
(Principal office address)

6. Name and address of registered agent and office currently on record with this office:

Mark S. Goodman
5150 Tamiami Trail North, Suite 300
Naples, FL 33940

7. New registered agent and/or office address:

Corporation Service Company
1201 Hayes Street
Tallahassee, FL 32301

(Note: Registered office must be a Florida street address)

8. The street address of the registered office and the street address of the business office of the registered agent are identical.

9. Such change was authorized by the board of directors or an officer of the corporation so authorized by the board of directors.

10. Miriam I. Katz
(Signature of chairman, vice chairman, or officer)

11. Miriam I. Katz, Assistant Secretary
(Name and capacity of person signing in number 10 above)

12. Signature of new registered agent, if applicable:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of section 607.0505, Florida Statutes.

Carol Dollar
(Registered agent accepting appointment)
Carol Dollar, Asst. VP

FEBRUARY 29, 2000
(Date)

FILED
00 MAR -3 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILING FEE: \$35.00

DIVISION OF CORPORATIONS- P. O. BOX 6327 - TALLAHASSEE, FL 32314