

Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 617-6380

From: Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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REGISTERED AGENT CHANGE

GROW AMERICA FUND, INC.

Certificate of Status	0
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Page Count	02
Estimated Charge	\$35.00

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**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, this statement of change is submitted for a corporation organized under the laws of the State of Delaware in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation: Graw America Fund, Inc.
2. The principal office address: 708 Third Ave., STE 710
New York, NY 10017
3. The mailing address (if different): _____

4. Date of incorporation/qualification: 05/30/96 Document number: F96000002700

5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

GEORGE STAFF
1153 Second Ave., South
Tierra Verde FL 33715

6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):

Corporation Service Company
1201 Hays Street
(P.O. Box NOT acceptable)
Tallahassee, FL 32301

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The street address of its registered office 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, or the corporation has been notified in writing of the change.

Gertrude Scriven
(Signature of an officer or director)

GERTRUDE SCRIVEN, CFO
(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.

Corporation Service Company
By: Allison Quigley
(Signature of Registered Agent)

3/26/09
(Date)

If signing on behalf of an entity:

Allison Quigley, Assistant VP
(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
CR2E04S (3/05)