

F96000004010

CT CORPORATION SYSTEM

1025 Vermont Avenue, NW August 18, 1998

Washington, DC 20005

Tel. 202 393 1747

Fax 202 393 1760

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

300002623363--2
-08/24/98--01113--004
*****35.00 *****35.00

Re: HealthCare Financial Partners, Inc.
Order #: 1317462

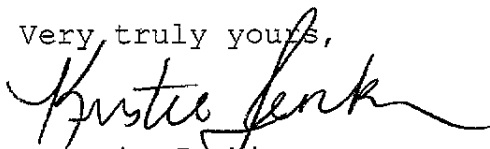
Sir/Madam:

As requested by counsel, we enclose for filing Change of Agent on behalf of this corporation, together with funds in payment of the required fees. This document should be filed upon receipt.

Evidence of the filing should be returned to this office.

If you have any questions or if for any reason the filing cannot be effected promptly, please notify this office of the details by calling our toll-free number: 1-800-336-3376.

Very truly yours,



Kristie Jenkins
Associate Customer Specialist

KJ

Enclosure(s)

FILED
98 SEP -9 AM 10:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RAC
KRB
9/10

CT CORPORATION SYSTEM

1025 Vermont Avenue, NW September 4, 1998

Washington, DC 20005

Tel. 202 393 1747

Fax 202 393 1760

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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Very truly yours,



Kristie Jenkins
Associate Customer Specialist

KJ

Enclosure(s)

RECEIVED
98 SEP -9 AM 8:20
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 27, 1998

KRISTIE JENKINS
CT CORPORATION SYSTEM
1025 VERMONT AVENUE NW
WASHINGTON, DC 20005

SUBJECT: HEALTHCARE FINANCIAL PARTNERS, INC.
Ref. Number: F96000004010

We have received your document for HEALTHCARE FINANCIAL PARTNERS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 798A00044511

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 of Florida.

1a. The name of the corporation is: HealthCare Financial Partners, Inc.

1b. Date of incorporation April 23, 1993 Document number 717

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

Corporation Service Company

1201 Hays Street, Tallahassee, FL 32301

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.

Debra M. Van Alstyne
SIGNATURE
July 24, 1998
DATE

DEBRA M. VAN ALSTYNE, V.P.
(Type 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: Kevin J. Gallagher

Kevin J. Gallagher (Registered Agent)

DATE _____

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

CR2E045 (7-91)

Filing Fee: \$35.00