F96000006118

CT CORPORATION SYSTEM

1025 Vermont Avenue, NW
Washington, DC 20005
Tel. 202 393 1747
Fax 202 393 1760

98 NOV 23 AM 8:25
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

300002693733--1
-11/23/98--01082--009
*****35.00 *****35.00

November 16, 1998

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: HCFP Funding, Inc.

Sir/Madam:

As requested by counsel, we enclose for filing a 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.

Thank you for your cooperation in this matter

Very truly yours,

CT Corporation System

Kristie Jenkins

Kristie Jenkins
Customer Specialist

RA Chg.

VS DEC 4 1998

Florida Department of State, Jim Smith, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT, OR BOTH FOR CORPORATIONS

98 NOV 23 AM 8:25 FILED SECRETARY OF STATE TALLAHASSEE, FLORIDA

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: HCFP Funding, Inc.

1b. Date of incorporation September 16, 1996 Document number ~~F199636~~ F96000006118

2. The name and address of the current registered agent and office:
Corporation Service Company ("CSC")
1201 Hays Street, Tallahassee, FL 32301-2525

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.

SIGNATURE
11-10-98
DATE

Debra Van Alstyne, Assistant Secretary
(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.

C T CORPORATION SYSTEM
SIGNATURE BY:
(Registered Agent)
KEVIN GALLAGHER
ASSISTANT VICE PRESIDENT
DATE 11/16/98

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314
CR2E045 (7-91)
Filing Fee: $35.00

(FLA. - 2194 - 3/4/92)