

F9700000 SSSS

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(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

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TO:
Division of Corporations
Florida Department of State
409 E. Gaines Street
P. O. Box 6327
Tallahassee, FL 32314

FR: Gary Sherman
DATE: January 25, 2005

RE: Golden First Mortgage Corp.

PLEASE FILE THE ATTACHED

Change of Registered Agent

A check in the amount of \$35 is enclosed.

PLEASE OBTAIN THE FOLLOWING EVIDENCE: One filed stamped copy

Please call Gary Sherman at 800-300-5067 if there are any problems with this filing.

Please Return Evidence By Regular Mail to:
Gary Sherman
CONTINENTAL CORPORATE SERVICES, INC.
189 FRANKLIN AVENUE, SUITE 1
NUTLEY, NJ 07110
PHONE: 800-300-5067
FAX: 973-542-0313

Thank you.

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 New York in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation: Golden First Mortgage Corp.

2. The principal office address: 3 Grace Avenue, Great Neck, NY 11021

3. The mailing address (if different):

4. Date of incorporation/qualification: 10/22/1997 Document number: F97000005555

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

C T Corporation System

1200 S. Pine Island Road

Plantation, FL 33324

FILED 05 JAN 28 PM 3:14 DEPARTMENT OF STATE TALLAHASSEE, FLORIDA

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

NRAI Services, Inc.

526 E. Park Avenue

(P.O. Box or personal mailbox NOT acceptable)

Tallahassee, FL 32301

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.

[Signature]

(Signature of an officer or director)

Helen Medina Vice-President

(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.

NRAI Services, Inc. Gary Sherman, Asst. Secy

by:

[Signature]

(Signature of Registered Agent)

GARY SHERMAN, Asst. Secy

1/25/05

(Date)

If signing on behalf of an entity:

GARY SHERMAN

(Typed or Printed Name)

ASSISTANT SECRETARY

(Capacity)

*** FILING FEE: \$35.00 ***

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE MAIL TO: DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

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(Signature of an officer or director)

Helen Medina Vice-President
(Printed or typed name and title)

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NRAI Services, Inc. Gary Sherman, Asst. Secy
 by: *Gary Sherman*
(Signature of Registered Agent)
Gary Sherman, Asst. Secy

1/25/05
(Date)

If signing on behalf of an entity:
Gary Sherman
(Typed or Printed Name)

Assistant Secretary
(Capacity)

* * * FILING FEE: \$35.00 * * *

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 MAIL TO: DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314