

UG-28-2003 33
Division of Corporations
F99000001854

Florida Department of State
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

REGISTERED AGENT CHANGE

E-LOAN, INC.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$35.00

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.

1. The name of the corporation : E-Loan, Inc.
2. The mailing address of the corporation : 5875 Arnold Road, Dublin, CA 94568
3. Date of incorporation/qualification: April 8, 1999 Document number: F99000001854
4. The name and address of the current registered agent and office:
National Registered Agents, Inc.
526 East Park Avenue
Tallahassee, FL 32301
5. The name and address of the new registered agent (if changed) and/or registered office (if changed):
(P. O. Box Not Acceptable)
C T Corporation System
c/o C T Corporation System, 1200 South Pine Island Road,
Plantation, Florida 33324

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.

Donald H. Boardway
(Signature of an officer, chairman or vice chairman of the board)

8/27/03
(Date)

DONALD H. BOARDWAY Vice-President
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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.

By: Naseem A. Conde 8-27-03
(Signature of Registered Agent) (Date)

If signing on behalf of an entity:

NASEEM A. CONDE
SPECIAL ASST. SECRETARY

(Typed or Printed Name)

(Capacity)

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TALLAHASSEE, FLORIDA

POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT Matthew J. Roberts, the Chief Financial Officer and Corporate Secretary of E-Loan, Inc. ("the Corporation"), a corporation incorporated under the laws of Delaware, does hereby appoint Donald H. Boadway and Tina Perrin as attorney-in-fact for the Corporation and for the subsidiary entities to act for the Corporation and for the subsidiary entities and in the name of the Corporation and of the subsidiary entities for the limited purposes authorized herein.

The Corporation and the subsidiary entities, having taken all necessary steps to authorize the changes, hereby grants its attorney-in-fact the power to execute the documents necessary to change the Corporation's and the subsidiary entities' registered agent and registered office, or the agent and office of similar import, in any state in which the Corporation and subsidiary entities are currently qualified.

In the execution of any documents necessary for the purposes set forth herein, Donald H. Boadway shall exercise the power of Vice President and Tina Perrin shall exercise the power of Secretary.

This Power of Attorney expires immediately upon the execution of all such documents and completion of the change of the Corporation's and subsidiary entities' registered agent and registered office in the states in which the Corporation and subsidiary entities are currently qualified or when sooner revoked by the Corporation.

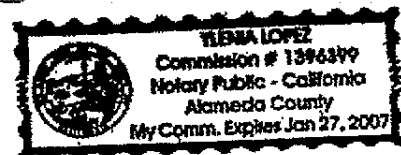
21st IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this day of August, 2003.

E-Loan, Inc.



Matthew J. Roberts
Chief Financial Officer and Corporate Secretary

Subscribed and sworn to before me this 21st day of August, 2003



Ylenia Lopez, Notary Public

January 27, 2007
My Commission Expires