



F99000006197

ACCOUNT NO. : 072100000032

REFERENCE : 102642 163137A

AUTHORIZATION :

COST LIMIT : \$ 35,000

FILED
2001 OCT 23 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : October 19, 2001

ORDER TIME : 10:15 AM

ORDER NO. : 102642-070

CUSTOMER NO: 163137A

CUSTOMER: Ms. Pam Goldrick
Credit Suisse First Boston
11 Madison Avenue
Legal & Compliance Dept, 16thf
New York, NY 10010

RECEIVED
01 OCT 23 AM 11:36
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CHANGE OF AGENT

NAME: CSFBDIRECT INC.

100004650051--7

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Ta-tanisha Adams

C. Coulliette OCT 23 2001

**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 is: CSFBDIRECT INC.
2. The mailing address of the corporation is: 277 Park Ave.
New York, N.Y. 10172
3. Date of incorporation/qualification: December 1, 1999 Document number: F99000006197
4. The name and address of the current registered agent and office:

CT Corporation System

1200 South Pine Island Road

Plantation, FL 33324

5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)

Corporation Service Company

1201 Hays Street

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.

[Signature]

(Signature of an officer, chairman or vice chairman of the board)

10-15-01

(Date)

Michael J. Hogan, Senior VP

(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.

Corporation Service Company

By: [Signature]

(Signature of Registered Agent)

10/22/01

(Date)

If signing on behalf of an entity:

Carol K. Dolor

(Typed or Printed Name)

Assistant Vice-President

(Capacity)

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