

L0000000005250
SUN CONSUMER FINANCIAL, LLC.

7504 Wiles Road • Suite 101 • Coral Springs, Florida 33067

MJH

February 12, 2001

L0000000005250

Registration Section
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

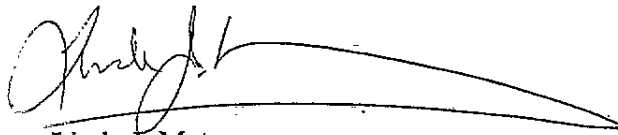
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*****25.00 *****25.00

To Whom It May Concern:

I have enclosed the "Statement of change of Registered Agent" for Sun Consumer Financial, LLC. I have also enclosed a check in the amount of \$25.00 for the filing fee.

Please forward all correspondence to:
Sun Consumer Financial, LLC
7504 Wiles Road
Suite 101
Coral Springs, FL 33067

Thank You:


Linda J. Metaxa

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR
BOTH FOR LIMITED LIABILITY COMPANY**

Pursuant to the provisions of sections 608.416 or 608.508, Florida Statutes, the undersigned limited liability company 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 limited liability company is: Sun Consumer Financial, LLC
2. The mailing address of the limited liability company is: 7504 Wilis Road,
Suite 101, Coral Springs, FL 33067
3. Date of filing/registration in Florida May 8, 2000
4. Document number L00000005250
5. The name of the registered agent and the registered office address as shown on the records of the Florida Department of State:

Albert Mucci
Name
15783 Cypress Park Drive
Address
W. Wellington, FL 33414
City, State and Zip

6. The name and address of the new registered agent and/or office:

Linda J. Metaxa
Name
4726 NW 59th Manor
Florida street address (P.O. Box NOT acceptable)
Coconut Creek, FL 33073
City, State and Zip

If the limited liability company is not organized under the laws of the State of Florida, it is hereby confirmed that after the change or changes are made, the Florida street address of the registered office and the business office of the registered agent will be identical. Or, in the case of a Florida limited liability company, it is hereby confirmed that the change(s) was/were authorized by an affirmative vote of the members of the limited liability company or as otherwise provided in the articles of organization or the operating agreement of the limited liability company.

Albert Mucci
(Signature of a member or authorized representative of a member)

Albert Mucci
(Printed or typed name of signer)

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 obligations of my position as registered agent as provided for in Chapter 608, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.

Albert Mucci
(Signature of Registered Agent)

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

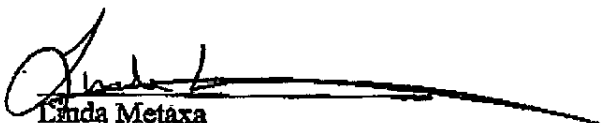
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DIVISION OF CORPORATIONS
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**WRITTEN RESOLUTION OF THE
MEMBERS
OF
SUN CONSUMER FINANCIAL, LLC**

On January 25, 2001 the organizational meeting of the members of the Company was held in West Palm Beach, Florida. At that time, Linda Metaxa accepted subscription for all of the issued and outstanding interests of the Company. Albert J. Mucci declined subscription and membership.

Immediately thereafter, Linda Metaxa, sole member of the company, pursuant to the power reserved to him in the Articles and pursuant to Florida law, adopted the Amended and Restated Articles of Organization attached hereto and directed that same be filed immediately with the Secretary of State for the State of Florida.

Dated: January 25, 2001


Linda Metaxa


Albert J. Mucci