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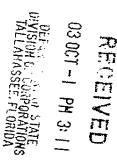


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ACCOUNT NO. : 072100000032

REFERENCE : 247338 7181999

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE: October 1, 2003

ORDER TIME : 2:11 PM

ORDER NO. : 247338-015

CUSTOMER NO: 7181999

CUSTOMER: J. Reid Bingham, Esq.

Genovese Joblove & Battista

36th Floor

100 Se 2nd Street Miami, FL 33131

## CHANGE OF AGENT

NAME: BANKEST RECEIVABLES USA LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY PLAIN STAMPED COPY

CONTACT PERSON: Norma Parramore -- EXT# 1147

EXAMINER:

## STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR LIMITED LIABILITY COMPANY

1. The name of the limited liability company is: BANKEST RECEIVABLES USA LLC  2. The mailing address of the limited liability company is: \$999 Brickell Avenue, Fenthouse Miami, FL 33131  March 10, 2003  3. Date of filing/registration in Florida  4. Document number  5. The name of the registered agent and the registered office address as shown on the records of the Florida Department of State:  Valdes-Fauli Corporate Services, Inc. Name  2 South Biscayne Boulevard, Suite 3400  Address  Miami, FL 33131  City, State and Zip  6. The name and address of the new registered agent and/or office:  Corporation Service Company  Name  1201 Hays Street  Florida street address (P.O. Box NOT acceptable)  Tallahasse  FL 32301  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 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 vot the members of the limited liability company or as otherwise provided in the articles of organization of the operating agreement of the limited liability company.	nited ered
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the operating agreement of the injured intolling company.	
W grun 1ch	. •
(Signature of a member or authorized representative of a member)	
Lewis Freeman, Authorized Person (Printed or typed name of signee)	
I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree comply with the provisions of all statutes relative to the proper and complete performance of my dutic and I am familiar with and accept the obligations of my position as registered agent as provided for i 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 Cynthia L. Harris  (Signature of Registered Agent)  (Signature of Registered Agent)	! to ?\$, n e e.

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

INHS18(10/99)

**FILING FEE: \$25.00**