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EMPIRE FINANCIAL GROUP, INC.

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**STATEMENT OF CHANGE OF REGISTERED OFFICE
FOR
EMPIRE FINANCIAL GROUP, INC.**

Pursuant to the provisions of Section 607.0502 of the Florida Statutes, this Statement of Change of Registered Office is submitted for EMPIRE FINANCIAL GROUP, INC., a Florida corporation (the "Company"), in order to change its registered office in the State of Florida.

It is hereby certified that:

1. The name of the corporation is EMPIRE FINANCIAL GROUP, INC.
2. The Company was incorporated on August 20, 1990; Document No. L94737.
3. The principal office and mailing address of the Company is 2170 West State Road 434, Longwood, Florida 32779.
4. The address of the current registered office of the Company within the State of Florida is 1385 West State Road 434, Longwood, Florida 32750.
5. The address of the new registered office of the Company within the State of Florida is 2170 West State Road 434, Longwood, Florida 32779.
6. The street address of the Company's registered office and the street address of the business office of its registered agent, as changed hereby, shall be identical.
7. The Chief Executive Officer of the Company, Kevin M. Gagne, has been authorized by resolution of the Company's Board of Directors to effectuate the change set forth herein.

IN WITNESS WHEREOF, the undersigned has executed this Statement of Change as of this 26th day of February, 2004.

EMPIRE FINANCIAL GROUP, INC.

By: 

Kevin M. Gagne
Chief Executive Officer

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