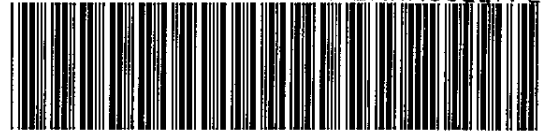


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Fax: (212) 356-8379

December 30, 2003

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

RE: ENCORE FUNDING, LLC

Dear Sir/Madam:

Enclosed please find Statement of Change of Registered Office or Registered Agent or both for Limited Liability Company. Please file the attached and return a filed-stamped copy to the attention of the undersigned at the above address.

If there is a problem, please contact the undersigned immediately at the following toll-free number 1-888-336-3926.

Thanking you in advance for your prompt attention to this matter.

Sincerely yours,



Theresa Festa
Senior Corporate Specialist

Check # - 18254 - 110.00

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

FIL

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.

SECRETARY OF TALLAHASSEE

- 1. The name of the limited liability company is: ENCORE FUNDING, LLC
- 2. The mailing address of the limited liability company is : 1818 S. Australian Avenue, Suite 450
West Palm Beach, FL 33409

- 3. Date of filing/registration in Florida 10/17/2000
- 4. Document number M00000002159

5. The name of the registered agent and the registered office address as shown on the records of the Florida Department of State:

CT Corporation System
Name
1200 South Pine Island Road
Address
Plantation, FL 33324
City, State and Zip

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

NRAI Services, Inc.
Name
526 E. Park Avenue
Florida street address (P.O. Box NOT acceptable)
Tallahassee 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 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.

[Signature]
(Signature of a member or authorized representative of a member)

Harold Grossman, 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 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.

[Signature]
(Signature of Registered Agent)
By: Delia Taliento, Asst. Secty.

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

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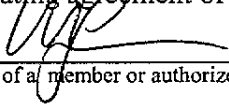
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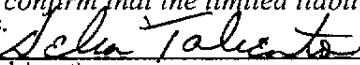
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(Signature of Registered Agent)
Bv: Delia Taliento, Asst. Secty.

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