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December 9, 1997

Florida Department of State
Sandra B. Mortham, Secretary of State
409 East Gaines Street
Tallahassee, FL 32399
904-487-6091

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~~-01/12/98-01073--027~~
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98 JAN 12 AM 9:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Re: Change of Registered Agent for Providian Group L.L.C.


Dear Sir or Madam:

Please find enclosed herewith the necessary paperwork and fee required to effect a change of Registered Agent in the State of Florida for Providian Group L.L.C.

Please process the enclosed and provide our office with written confirmation of same once the change has been effected. Additionally, please verify receipt of this filing by date-stamping and returning the extra copy of this cover letter in the enclosed, pre-addressed envelope.

Thank you for your time. Please give me a call if you have any questions or require additional information.

Very truly yours,


Lisa Rollins
Paralegal

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Enclosures

Florida Department of State, Sandra B. Mortham, Secretary of State

**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 organized under the laws of the State of California, submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida. (PLEASE PRINT) Old Name

1a. The name of the limited liability company is: Providian Group, LLC
Group Advantage Providers, LLC

1b. The mailing address of the limited liability company is: 10175 Slater Avenue
Suite 200, Fountian Valley, CA 92708

1c. Date of filing/registration in Florida: 1/9/97 Document number: M97000000014

2. The name and address of the current registered agent and office:

CT Corporation System

1200 South Pine Island Road

Plantation, Florida 33324

3. The name and address of the new registered agent and office: (P.O. BOX NOT ACCEPTABLE)

Richard A. Murdoch, Esq.

980 N. Federal Hwy., Ste. 410

Boca Raton, FLorida 33432

After the change or changes are made, the street address of the registered office and the business office of the registered agent will be identical.

Such change was authorized by affirmative vote of a majority of the members of the limited liability company or as provided in the articles of organization or the regulations of the limited liability company.

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

Jayne Amirie, President

(Printed or typed name and title)

12/9/97

(Date)

Having been named as registered agent and to accept service of process for the above stated limited liability company, 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.

(Signature of Registered Agent)

(Date)

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