

P00000047750

THE CRENSHAW LAW FIRM
PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

KENNETH B. CRENSHAW, P.A.
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LITIGATION AND BUSINESS TRANSACTIONS

WEST PALM BEACH, FLORIDA OFFICE:
3175 S. CONGRESS AVENUE, SUITE 301
PALM SPRINGS, FLORIDA 33461
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April 23, 2001

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-04/25/01--01083--009
*****35.00 *****35.00

Secretary of State
Corporate Records Division - Filing
P. O. Box 6327
Tallahassee, FL 32314

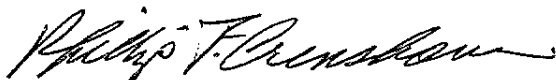
Re: Subprime U.S.A, Inc.

Dear Sir or Madam:

Enclosed is amended certificate designating registered agent for our above client along with our check in the amount of \$35.00 as filing fee. Please file among appropriate corporate. A copy is also enclosed for you to provide us a stamped-in copy and return to us in the enclosed returned addressed, postage prepaid envelope.

Thank you for your gracious assistance.

Very truly yours,



Phillip T. Crenshaw

PTC/ndj

Enclosure

FILED
01 MAY 14 PM 12:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RA Chang
T. LEMO MAY 15 2001



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 4, 2001

PHILLIP T. CRENSHAW, ESQ.
THE CRENSHAW LAW FIRM
3175 S. CONGRESS AVENUE, SUITE 301
PALM SPRINGS, FL 33461

SUBJECT: SUBPRIME USA, INC.
Ref. Number: P00000047750

We have received your document for SUBPRIME USA, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The application/form submitted does not meet the requirements of this office; please complete the attached application/form.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 401A00026525

5/4/01

*Thank you for above - enclosed is
corrected form.*

P. Crenshaw

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida 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 corporation : Subprime U.S.A., Inc.

2. The mailing address of the corporation : 855 So. Federal Highway, Suite 211,
Boca Raton, FL 33414

3. Date of incorporation/qualification: May 12, 2000 Document number: P47750

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

Stephen Beyer

2201 Corporate Blvd., Suite 103

Boca Raton, FL 33414

5. The name and address of the new registered agent (if changed) and /or registered office (if changed):

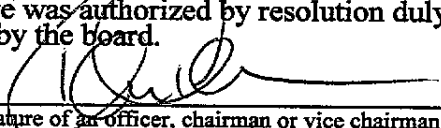
Randy J. Motooka

855 So. Federal Highway, Suite 211

Boca Raton, FL 33414

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.


(Signature of an officer, chairman or vice chairman of the board)

May 8, 2001
(Date)

Randy J. Motooka
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 obligation of my position as registered agent.


(Signature of Registered Agent)

May 8, 2001
(Date)

If signing on behalf of an entity:

Randy J. Motooka
(Typed or Printed Name)

President
(Capacity)

***** FILING FEE: \$35.00 *****