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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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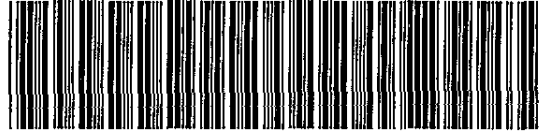
(Business Entity Name)

(Document Number)

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
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THE CRENSHAW LAW FIRM
PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

KENNETH B. CRENSHAW, P.A.
TAXATION AND REAL ESTATE
PHILLIP T. CRENSHAW, P.A.
LITIGATION AND BUSINESS TRANSACTIONS
RICHARD BLOOMQUIST, OF COUNSEL
LITIGATION AND APPELLATE PRACTICE

WEST PALM BEACH, FLORIDA OFFICE:
3175 S. CONGRESS AVENUE, SUITE 301
PALM SPRINGS, FLORIDA 33461
TELEPHONE (561) 439-6100
FACSIMILE (561) 439-6102

October 22, 2002

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

Re: Subprime U.S.A., Inc. - Change of Registered Office

Dear Sir or Madame:

Enclosed is executed statement of change of registered office for the above corporation along with our check in the amount of \$35.00. Please file among the records.

A copy of this form is enclosed and we appreciate a stamped copy being returned to us in the enclosed envelope.

Thank you for your gracious assistance.

Very truly yours,



Phillip T. Crenshaw

Enclosures

cc: Mr. Randy J. Matooka

PTC:amk

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, this statement of change is submitted for a corporation organized under the laws of the State of Florida in order to change its registered office or registered agent, or both, in the State of Florida.

- The name of the corporation: Subprime ~~U.S.A.~~ ^{USA}, Inc.
- The principal office address: 855 South Federal Highway, Suite 211
Boca Raton, Florida 33414
- The mailing address (if different): Same
- Date of incorporation/qualification: May 12, 2000 Document number: P 095998 47750
- The name and street address of the current registered agent and registered office on file with the Florida Department of State.

Randy J. Matooka
855 South Federal Highway, Suite 211
Boca Raton, Florida 33414

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

Same
3175 South Congress Avenue, Suite 308
(P.O. Box or personal mailbox NOT acceptable)
Palm Springs, Florida 33461

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, or the corporation has been notified in writing of the change


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

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

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. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.


(Signature of Registered Agent)

October 21, 2002
(Date)

If signing on behalf of an entity

Randy Matooka
(Typed or Printed Name)

President
(Capacity)

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

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