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LAW OFFICES

WEST & FEINBERG, P.C.

RONALD D. WEST (MD, DC)
MARC R. FEINBERG (MD, DC)
MICHAEL B. GLUCKSTERN (MD)
LAWRENCE S. STERN (MD)
STEVEN W. JACOBSON (MD, DC)
JOE L. LEONE (MD, DC, FL, VA)
JULIE ANN GARBER (MD, PA)
MINDY G. SUCHINSKY (MD, NY, IL)
MICHAEL N. MERCURIO (MD, DC)

SUITE 775N
4550 MONTGOMERY AVENUE
BETHESDA, MARYLAND 20814
(301) 951-1500
TELECOPIER (301) 951-1525

WRITER'S DIRECT NUMBER IS
(301) 951-1500

August 15, 2002

Division of Corporations
Department of State
409E Gaines Street
Tallahassee, Florida 32399

Re: Benevento Financial, Inc.
Benevento Financial Group Incorporated
Our File No. 14230

600007246946--7

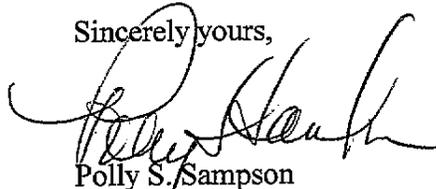
Gentlemen/Ladies:

600007246946--7
-08/21/02--01032--004
*****35.00 *****35.00

I enclose Statements of Change of Registered Office or Registered Agent or Both for Corporations on behalf of the above corporations, along with our two (2) separate checks in the amount of \$35 each for the filing fees. Please file the Statements at your earliest possible convenience.

Please call me if you have any questions or if additional information is requested.

Sincerely yours,


Polly S. Sampson
Corporate Paralegal

FILED
02 AUG 21 PM 3:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PSS

Enclosures

PS
8/23/02
RA/RO

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 _____ 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 : Benevento Financial, Inc.

2. The mailing address of the corporation : 101 N. Clematis Street, Suite 507
West Palm Beach, Florida 33401

3. Date of incorporation/qualification: 11/03/2000 Document number: 651053946

4. The name and address of the current registered agent and office:
Frank A. Benevento III
304 Royal Poinciana Way, Suite 325A
Palm Beach, Florida 33480

5. The name and address of the new registered agent (if changed) and/or registered office (if changed).
(P. O. Box Not Acceptable)
Frank A. Benevento II
101 N. Clematis Street, Suite 507
West Palm Beach, Florida 33401

FILED
02 AUG 21 PM 3:53
TALLAHASSEE, FLORIDA

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

8/22/02
(Date)

Frank A. Benevento II, President
(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]
(Signature of Registered Agent)

8/22/02
(Date)

If signing on behalf of an entity:
_____ (Typed or Printed Name) _____ (Capacity)

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