P01570

THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 770525 7143781

AUTHORIZATION : Patricia Pigott

COST LIMIT : $ 35.00

FILED
98 APR -7 PM 3:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : April 6, 1998

ORDER TIME : 10:23 AM

ORDER NO. : 770525-210

CUSTOMER NO: 7143781

RA Change

CUSTOMER: Kimberly O'daniel, Paralegal
Resource Financial Corporation
1345 River Bend Drive

Dallas, TX 75247

900002481109--4

CHANGE OF AGENT

NAME: RESOURCE DEALER GROUP, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_______ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Joanna Wilson

Name Availability	4/7/98
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Acknowledgement	DDn
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98 APR -7 AM 11:28
DIVISION OF CORPORATION

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

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

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 Illinois *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 is:
RESOURCE DEALER GROUP, INC.

2. The mailing address of the corporation is: 123 NORTH WACKER DRIVE
CHICAGO, IL 60606

3. Date of incorporation/qualification: April 10, 1984 Document number: P01570

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

CT Corporation System
1200 South Pine Island Road
Plantation, FL 33324

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5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)

Corporation Service Company
1201 Hays Street
Tallahassee, FL 32301

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] March 20, 1998
(Signature of an officer, chairman or vice chairman of the board) (Date)

L. KELLER SMITH, Vice President
(Printed or typed name and title) (Date)

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.

Corporation Service Company
Karen B. Rozar 4-7-98
(Signature of Registered Agent) (Date)

If signing on behalf of an entity:

KAREN B. ROZAR Assistant Vice President
(Typed or Printed Name) (Capacity)

CR2E045(3/96)