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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: RICH MAN POOR MAN TAX & FINANCIAL SERVICES INC.

DOCUMENT NUMBER: PO2000121115

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

RICHARD DEMATO
(Name of Contact Person)

RICH MAN POOR MAN TAX & FINANCIAL SERVICES INC.
(Firm/ Company)

4856 NW 104th LANE
(Address)

CONAL SPRINGS, FL 33076
(City/ State and Zip Code)

For further information concerning this matter, please call:

RICHARD DEMATO at (954) 464-6791
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

\$35 Filing Fee

\$43.75 Filing Fee &
Certificate of Status

\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

\$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

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

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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.

- 1. The name of the corporation: RICH MAN POOR MAN TAX & FINANCIAL SERVICES INC.
- 2. The principal office address: 4856 NW 104th LANE
CORAL SPRINGS, FL 33076
- 3. The mailing address (if different): 10693 WILKS ROAD #150
CORAL SPRINGS, FL 33076
- 4. Date of incorporation/qualification: 11/13/02 Document number: P02000121115
- 5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

Corporation Service Company
1201 HAYS STREET
TALLAHASSEE, FL 32301

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

RICHARD DEMATO
4856 NW 104th LANE
(P.O. Box NOT acceptable)
CORAL SPRINGS, FL 33076

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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]
(Signature of an officer or director)

RICHARD DEMATO - PRESIDENT
(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]
(Signature of Registered Agent)

9/28/05
(Date)

If signing on behalf of an entity:

RICHARD DEMATO
(Typed or Printed Name)

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

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE
MAIL TO: DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314