



THE UNITED STATES
CORPORATION
COMPANY

P32123

ACCOUNT NO. : 072100000032

REFERENCE : 219292 4359782

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 35.00

ORDER DATE : April 27, 1999

ORDER TIME : 3:10 PM

ORDER NO. : 219292-165

CUSTOMER NO: 4359782

CUSTOMER: Ms. Gail L. Stockman
The Boeing Company
7755 East Marginal Way
South M/c 13-08
Seattle, WA 98108

99 APR 29 PM 3:56

DIVISION OF CORPORATION

CHANGE OF AGENT

NAME: MDFC LOAN CORPORATION

RA

Change

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 APR 29 PM 4:18

FILED

000002857540--S

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Reynolds

OK
4/30/99

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 Delaware 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: _____

MDFC Loan Corporation

2. The mailing address of the corporation is: 4060 Lakewood Boulevard 6th FL

Long Beach, CA 90808

3. Date of incorporation/qualification: December 11, 1990 Document number: P32123

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

CT Corporation System

1200 South Pine Island Road

Plantation, FL 33324

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

4/23/99

(Date)

Michael C. Draffin, Secretary

(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



(Signature of Registered Agent)

4-20-99

(Date)

If signing on behalf of an entity:

Karen E. Wehner

Assistant Vice President

(Typed or Printed Name)

(Capacity)