



PORTER, WRIGHT,  
MORRIS & ARTHUR

Attorneys & Counselors at Law

4501 Tamiami Trail North  
Suite 400  
Naples, Florida 34103-3013  
Telephone: 941-263-8898  
Facsimile: 941-436-2990  
Nationwide: 800-876-7962

S. DRESDEN BRUNNER

941-436-2965

dbrunner@porterwright.com

P94000038143

April 2, 1998

Florida Dept. of State  
Division of Corporation  
P.O. Box 6327  
Tallahassee, FL 32314

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-04/06/98--01059--015  
\*\*\*\*122.50 \*\*\*\*\*35.00

RE: The Bank of Winter Park Mortgage Company

Dear Sir/Madam:

Please find enclosed the following documents for filing regarding The Bank of Winter Park Mortgage Company:

1. Articles of Amendment to Articles of Incorporation
2. Statement of Change of Registered Agent

Please provide me with a certified copy of the Articles of Amendment. The copy can be mailed to the above address. Enclosed is a check in the amount of \$122.50 for the fee.

If you need anything additional, please let me know. Thank you.

Regards,

*S. Dresden Brunner*

S. Dresden Brunner

/SDB  
Enclosures

NAPLES/0076063.01

APPROVED  
AND  
FILED  
28 APR - 6 AM 9:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## STATEMENT OF CHANGE OF REGISTERED AGENT

1. The name of the Corporation is THE BANK OF WINTER PARK MORTGAGE COMPANY.

2. The name of its present registered agent, as shown in the records of the Department of State of the State of Florida, prior to filing this statement is BRUCE A. NAYLOR.

3. The name of its new registered agent is MARY BETH M. CLARY. The new agent's written consent is set forth below.

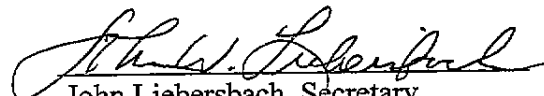
4. The new address of the Corporation's registered agent is:

4501 Tamiami Trail North, Suite 400  
Naples, Florida 34103-3013

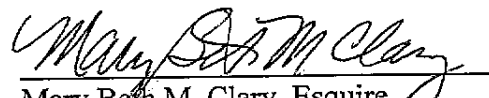
5. The street address of its registered office will be identical.

6. Such change was authorized by resolution duly adopted by its Board of Directors.

Date: March 20, 1998

  
John Liebersbach, Secretary

The undersigned new registered agent hereby consents to the above change and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of a registered agent.

  
Mary Beth M. Clary, Esquire

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 APR -6 AM 9:55

APPROVED  
AND  
FILED