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Professional Association
Attorneys at Law

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 12, 1999

P96 0000 79027

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: Premier Mortgage Bankers, Inc.
P96000079027
Our ref.: 3131.1

Dear Sir or Madam:

Please find enclosed the original and one copy of the statement of change of registered office or registered agent or both for corporations for the above-named Florida corporation. Please file the changes upon receipt.

We have enclosed our check in the amount of \$35.00 in payment of the filing fee.

Should you have any questions, or need any further information, we would appreciate a phone call to the undersigned, rather than returning the documents. Thank you for your assistance.

Sincerely,

Lia H. Costello
Lia H. Costello, LA
727.507.3442

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AL 8/23/99
RA Chg

**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 Florida 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: Premier Mortgage Bankers, Inc.
2. The mailing address of the corporation is: 4772 U.S. Hwy 19 North
New Port Richey, FL 34652
3. Date of incorporation/qualification: 09/23/96 Document number: P96000079027
4. The name and address of the current registered agent and office:

Douglas W. Carnes

725 Ranch Road

Tarpon Springs, FL 34689

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

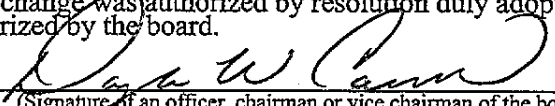
Douglas W. Carnes

4772 U.S. Hwy 19 North

New Port Richey, FL 34652

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.

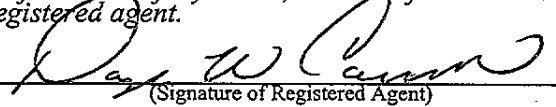

(Signature of an officer, chairman or vice chairman of the board)

(Date)

Douglas W. Carnes, 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 of Registered Agent)

(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

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

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AUG 18 AM 9:39
TALLAHASSEE, FL 32314
SECRETARY OF STATE