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March 28, 1997

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32301

RE: Accessible Funding Services, Inc.
Statement of Change of Registered Agent

800002128638--2
-03/31/97--01102--012
*****35.00 *****35.00

Gentlemen:

Please find enclosed original Statement of Change of Registered Office and Registered Agent for the above-referenced corporation along with our check in the amount of \$35.00 for filing fees. Please file the statement and return the receipt for same in the envelope provided for your convenience.

Thank you for your attention to this matter.

Very truly yours,


Susan C. Despres
Corporate Paralegal

scd
Enclosures

VIA CERTIFIED MAIL
RETURN RECEIPT - P 506 059 272

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FILED
97 MAR 31 PM 12:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

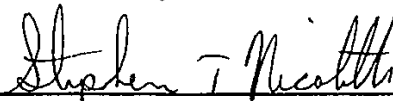
**STATEMENT OF CHANGE OF REGISTERED OFFICE
AND REGISTERED AGENT**

Pursuant to the provisions of Sections 607.0501 and 607.0502, or 607.1508, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida submits the following statement for the purpose of changing its registered office and registered agent in the State of Florida.

1. The name of the corporation is: Accessible Funding Services, Inc.
2. The name and address of its present registered agent is:

Bruce D. Green
12800 University Drive, #600
Ft. Myers, FL 33907
3. The name and street address to which its registered agent is to be changed is:

Stephen T. Nicoletti
242 E. Tall Oaks Circle
Palm Beach Gardens, FL 33410-4449
4. The street address of its registered office and the street address of the business office of its registered agent, as changed, are identical.
5. Such change was authorized by resolution duly adopted by its board of directors or by an officer of the corporation so authorized by the board of directors.



Stephen T. Nicoletti, President
Dated: 3/11/97

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 UNDER SECTION 607.0505, FLORIDA STATUTES.



Stephen T. Nicoletti, Registered Agent
Dated: 3/11/97

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TALLAHASSEE, FLORIDA