

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of section 607.0502 or 607.1508, 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: The Annuity Shoppe, Inc.

1a. Date of Incorporation: 4/17/97 Document Number: P97000034629

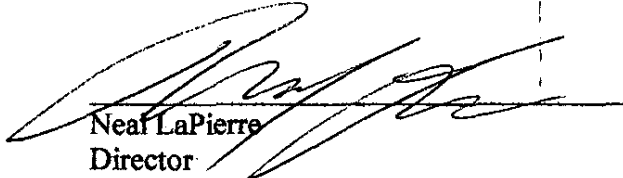
2. The name and address of the current registered agent and office:

R. Maury Thornton
2536 Countryside Blvd. 6th Floor
Clearwater, FL 33773

3. The name and address of the new registered agent and office:

Robert Harry Shatanoff
2536 Countryside Blvd. 6th Floor
Clearwater, FL 33773

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the Board.


Neal LaPierre
Director

Date: June 25, 2001

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.


Robert Harry Shatanoff
Date: June 25, 2001