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HERBERT H. ROLNICK
DAVID A. NETBURN*
*ALSO ADMITTED IN N.Y. & CT.

P98000013268

May 10, 1999

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-05/12/99-01066--007
*****35.00 *****35.00

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Brandon Financial Group, Inc.

Gentlemen:

Enclosed herewith please find an original and copy of a Statement of Change of Registered Office or Registered Agent or both for corporations for Brandon Financial Group, Inc. Please file this original and return a "filed" copy to this office. Also enclosed find a check in the sum of \$35.00 to cover the cost of your filing fee.

Should you have any questions, please do not hesitate to contact our office collect.

Very truly yours,

HERBERT H. ROLNICK, P.A.

*RIA change
5-19-99
RHS*

BY

Renee M. Towne

RENEE M. TOWNE

Legal Asst. To David A. Netburn,

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAY 12 PM 2:38

FILED

Rmt
File No.98-1552
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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: BRANDON FINANCIAL GROUP, INC.
2. The mailing address of the corporation is: 1900 CORPORATE BLVD SUITE 400E
BOCA RATON, FL 33431
3. Date of incorporation/qualification: 2/10/98 Document number: P98000013268
4. The name and address of the current registered agent and office:

KENNETH J. WOLF

401 N.E. MIKNER BLVD PH 905

BOCA RATON FL 33431

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

DAVID A. NETBURN, Esq.

6800 W. Commercial Blvd., Suite 5

Ft. Lauderdale, FL 33319

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

5/16/99
(Date)

KENNETH J. WOLF 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]
(Signature of Registered Agent)

5-10-99
(Date)

If signing on behalf of an entity:

DAVID A. NETBURN
(Typed or Printed Name)

Attorney
(Capacity)

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