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2701 WEST BUSCH BOULEVARD
TAMPA, FL 33618-4531

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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input checked="" type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
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OTHER FILINGS	
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REGISTRATION/ QUALIFICATION	
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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

APR 4 5 1999

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: Westchester Financial Corporation

2. The mailing address of the corporation is: 2701 W. Busch Boulevard, Tampa, FL 33618

3. Date of incorporation/qualification: April 9, 1999 Document number: 98A00018958

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

Corporation Service Corporation

1201 Hays Street

Tallahassee, FL 32301

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

Speros D. Homer, Jr.

2701 West Busch Boulevard

Tampa, FL 33618

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)

April 9, 1999
(Date)

Speros D. Homer, Jr., 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)

April 9, 1999
(Date)

If signing on behalf of an entity:

Speros D. Homer, Jr., President
(Typed or Printed Name)

(Capacity)

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