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April 15, 2002

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
Attn: Change of Registered Office

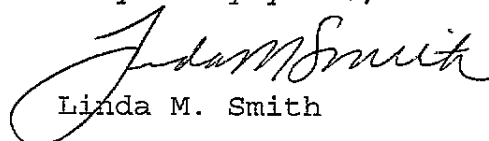
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*****35.00 *****35.00

Re: KHD Financial Corp.

Dear sir or madam:

I enclose my trust account check in the amount of \$35.00 payable to the Division of Corporations to file the Statement of Change of Registered Office for the above referenced corporation.

Very truly yours,


Linda M. Smith

LMS:tf
Enc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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RA Address Chg.

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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 _____ submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: KHD FINANCIAL CORP.

1b. The mailing address of the corporation is: 1101 Brickell Avenue, Suite M-101, Miami, FL 33131

1c. Date of incorporation: 08/13/98 Document number: P98000070820

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

Linda M. Smith

11900 Biscayne Blvd., Suite 200

Miami, FL 33181

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

Linda M. Smith

11900 Biscayne Blvd., Suite 503

Miami, FL 33181

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)

4/9/02
(Date)

Stephen Danner, 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)

4/12/02
(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

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

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