

COMMONWEALTH OF KENTUCKY
TREY GRAYSON
SECRETARY OF STATE



0150386.09 M McCulloh P601
Trey Grayson
Secretary of State
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**STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT OR BOTH**

Pursuant to the provisions of Chapters 271B or 273 of the Kentucky Revised Statutes, the undersigned hereby applies to change the registered office or registered agent, or both on behalf of

National City Leasing Corporation
(Exact name of corporation)

which is organized in the state of Kentucky, and for that purpose submits the following statements:

1. Name of current registered agent

Curtis M. Jacobs

2. Registered agent is hereby changed to

CT Corporation System

3. Address of current registered office

3700 First National Tower
101 S. Fifth Street
Louisville, KY 40202-3101

4. Registered office is hereby changed to

Kentucky Home Life Building
Louisville, KY 40202

The street address of the registered office and the business office of the registered agent, as changed, will be identical.

5. Signature of officer or chairman of the board

Dennie K. Hurst, Asst. Sec.
Signature and Title
Dennie K. Hurst, Assistant Secretary
Type or Print Name and Title
Dated: 7/27/05

6. Consent of Registered Agent

I, CT Corporation System
(Print or type name)
consent to serve as the registered agent on behalf of the corporation.
Susan G. Helze
Agent
Susan G. Helze
Assistant Secretary
Type or Print Name & Title, if applicable