

Filing Fee: \$20.00

ID Number: 000144900



**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

Office of the Secretary of State  
Corporations Division  
148 W. River Street  
Providence, Rhode Island 02904-2615

**BUSINESS CORPORATION**

**STATEMENT OF CHANGE OF REGISTERED AGENT  
BY THE CORPORATION**

Pursuant to the provisions of Sections 7-1.2-502 or 7-1.2-1409 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation submits the following statement for the purpose of changing its registered agent and its registered office in the state of Rhode Island:

- The name of the corporation is AMERICAN EQUITY MORTGAGE, INC.
- The address of the registered office as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:  
222 JEFFERSON BOULEVARD, SUITE 200                      WARWICK                      RI                      02888
- The address of the NEW registered office is:  
222 Jefferson Boulevard, Warwick RI 02888
- The name of the registered agent as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:  
CORPORATION SERVICE COMPANY
- The name of the NEW registered agent is:  
National Corporate Research, Ltd.
- The appointment of a new registered agent and the new registered office, as the case may be, shall become effective upon the filing of this statement, or on \_\_\_\_\_  
*(a date not prior to, nor more than 30 days after, filing this statement)*

Date: 07/22/2009

Under penalty of perjury, I declare and affirm that I have examined this Statement of Change of Registered Agent by the Corporation, including any accompanying attachments, and that all statements contained herein are true and correct.

*Kathy A. Butler*

Signature of Authorized Officer of the Corporation

**Kathy A. Butler, Power of Attorney**

Type or Print Name of Authorized Officer

RECEIVED  
STATE  
CORPORATIONS DIVISION  
AUG - 7 4 15 PM '09

**FILED**  
AUG 07 2009  
By OS 11:15  
09/22/09

STATE OF Missouri )  
COUNTY OF St. Louis )

POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT, Deanna Daughhete, President/CEO of American Equity Mortgage, Inc., a Missouri corporation, does hereby appoint Janine Bequette or Kathy Butler, Assistant Secretary of National Corporate Research, Ltd., attorney-in-fact for the Company and for the subsidiary entities, to act for the Company for the limited purposes authorized herein.

The Company having taken all necessary steps to authorize the changes and the establishment of this Power of Attorney, hereby grants its attorneys-in-fact the power to execute the documents necessary to change the Company's and the subsidiary entities' registered agent and registered office, or the agent and office of similar import, in any jurisdiction.

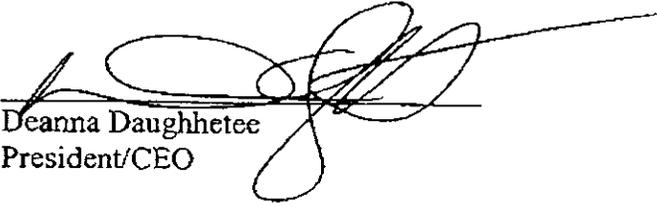
In the execution of any documents necessary for the purposes set forth herein, in the case of entities having managers or other positions of authority rather than officers such as Authorized Person, the named individuals shall act in such office and with such authority as is required to effect the changes herein contemplated.

This Power of Attorney expires upon the earliest to occur of (i) completion and filing of the documents necessary to effect the change in registered agent and registered office addresses contemplated herein, or (b) six (6) months after the Effective Date set forth below. The Company may revoke this Power of Attorney at any time by notice to National Corporate Research, Ltd.

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 24 day of July, 2009.

American Equity Mortgage, Inc.

BY:

  
Deanna Daughhete  
President/CEO

Subscribed and sworn to before me this 24<sup>th</sup> day of July, 2009.

  
Notary Public

**Brad D. Davis**  
Notary Public - Notary Seal  
STATE OF MISSOURI  
St. Charles County  
My Commission Expires: May 18, 2010  
Commission #06887453