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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIVISION
SEP 16 9 39 AM '02

BUSINESS CORPORATION

STATEMENT OF CHANGE OF REGISTERED AGENT
BY THE CORPORATION

Pursuant to the provisions of Sections 7-1.1-12 or 7-1.1-107 of the General Laws, 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:

- 1. The name of the corporation is MOREQUITY, INC.
2. The address of the registered office as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is: 10 Weybosset Street, Providence, RI 02903
3. The address of the NEW registered office is: Suite 900, 170 Westminster Street, Providence, RI 02903
4. The name of the registered agent as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is: CT Corporation System
5. The name of the NEW registered agent is: Corporation Service Company
6. 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)
7. The change was authorized by resolution duly adopted by its board of directors.

Date: Sept. 13, 2002

MOREQUITY, INC.

Print Corporate Name

By Laura R. Dunlap

Its President or Its Vice President

Laura R. Dunlap, Attorney in Fact

STATE OF Florida
COUNTY OF Leon

In Tallahassee, Florida, on this 14th day of October 2002, personally appeared before me Laura R. Dunlap who, being by me first duly sworn, declared that he/she is the Attorney in Fact of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

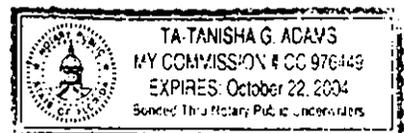
FILED

OCT 24 2002

Notary Public Ta-Tanisha G. Adams
My Commission Expires:

Form No. 640
Revised: 06/01

By GMA
293133



STATE OF INDIANA)
COUNTY OF VANDERBURGH)

POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT Timothy M. Hayes, the Secretary of American General Finance, Inc. ("the Company"), a corporation established under the laws of Indiana, and of the subsidiary entities shown on the list appended hereto, does hereby appoint Laura R. Dunlap and Patricia Pizzuto attorneys-in-fact for the Company and for the subsidiary entities, to act for the Company and for the subsidiary entities and in the name of the Company and of the subsidiary entities for the limited purposes authorized herein.

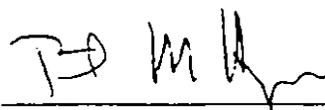
The Company and the subsidiary entities having taken all necessary steps to authorize the changes and the establishment of this Power of Attorney, hereby grants its attorneys-in-fact the power to execute the documents necessary to change the Company's and the subsidiary entities' registered agent and 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, Laura R. Dunlap shall exercise the power of Vice President and Patricia Pizzuto shall exercise the power of Secretary, or, in the case of entities having managers or other positions of authority rather than officers such as Vice President or Secretary, 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 completion and filing of the documents necessary to effect the changes in registered agent and registered office addresses contemplated herein, or when revoked by Timothy M. Hayes, which ever shall occur first.

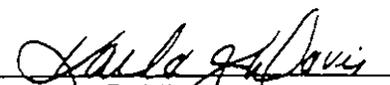
IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 23rd day of May, 2002.

American General Finance, Inc.

BY: 
Timothy M. Hayes
Senior Vice President, General Counsel & Secretary

Subscribed and sworn to before me this 23 day of May, 2002.

Vanderburgh Co., IN


Notary Public
Kevia J. Davis

My commission expires Apr 14, 2009

RECEIVED
STATE OF INDIANA
SEP 16 9 39 AM '02

1
AMERICAN GENERAL FINANCE, INC.
an Indiana corporation

A.G. Financial Service Center, Inc. (UT)
AGF Investment Corp. (IN)
American General Auto Finance, Inc. (DE)
American General Financial Center, Inc. (IN)
American General Financial Center, Incorporated (IN)
American General Financial Center Thrift Company (CA)
American General Financial Services of Alabama, Inc. (AL)
HSA Residential Mortgage Services of Texas, Inc. (DE)
Thrift, Incorporated (IN)
American General Finance Corporation (IN)
 AG Financial Services, Inc. (IN)
 American General Auto Finance, Inc. (TN)
 American General Consumer Discount Company (PA)
 American General Finance Commercial Corp. (IN)
 American General Finance Management Corporation (IN)
 American General Financial Services, Inc. (AZ)
 American General Finance, Inc. (DE)
 AG Documentation Services, Inc. (CA)
 American General Financial Services of Massachusetts, Inc. (MA)
 American General Finance, Inc. (FL)
 American General Financial Services of Louisiana, Inc. (LA)
 American General Finance, Inc. (NV)
 American General Finance, Inc. (NY)
 American General Financial Services, Inc. (PA)
 American General Financial Services, Inc. (WA)
 American General Financial Services of Wisconsin, Inc. (WI)
 American General Finance, Inc. (WY)
 American General Home Equity, Inc. (WV)
 MorEquity, Inc. (NV)
 The National Life and Accident Insurance Company (TX)
 CommoLoCo, Inc. (PR)
 CREDITHRIFT of Puerto Rico, Inc. (PR)
 American General Finance of America, Inc. (DE)
 American General Home Equity, Inc. (DE)
 American General Finance of America, Inc. (IA)
 American General Finance of Hawaii, Inc. (HI)
 American General Finance of Utah, Inc. (UT)
 AGF Funding, Inc. (DE)
 American General Financial Services of America, Inc. (NC)
 American General Financial Services of Arkansas, Inc. (DE)
 American General Financial Services of Illinois, Inc. (IL)
 American General Financial Services, Inc. (IN)
 American General Financial Services, Inc. (NC)
 American General Financial Services, Inc. (OH)
 American General Financial Services, Inc. (SC)
 American General Financial Services, Inc. (TN)
 American General Financial Services, Inc. (TX)
 Interstate Agency, Inc. (IN)
 Merit Life Insurance Co. (IN)
 Service Bureau of Indiana, Inc. (IN)
 Yosemite Insurance Company (IN)
 American General Finance Foundation, Inc. (IN)