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DEPARTMENT OF STATE
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STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH.

- Notes: 1. Exact corporate name of corporation making the statement
2. Signature and title of officer signing for the corporation, - must be President or Vice-President
3. Signature of Notary Public must be exactly as shown on Notarial Seal, and must agree with notarial commission.
4. This document must be typewritten

To the Secretary of State
of the State of Colorado

Pursuant to the provisions of the Colorado Corporation Act, the undersigned corporation, organized under the laws of the State of Colorado, submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of Colorado:

First: The name of the corporation is Real Equity Investment Fund, Inc.

Second: The address of its REGISTERED OFFICE is 26 S. Main St., Suite 206, Colorado Springs, Colorado 80906

Third: The name of its REGISTERED AGENT is Robert K. Dratt

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

Fifth: The address of its place of business in Colorado is 26 S. Main St., Suite 206, Colorado Springs, Colorado 80906

*Sixth: REGARDING FOREIGN CORPORATIONS: THIS STATEMENT MAY BE EXECUTED BY THE REGISTERED AGENT WHEN IT INVOLVES ONLY A REGISTERED ADDRESS CHANGE. A COPY OF THIS STATEMENT HAS BEEN FORWARDED TO THE CORPORATION BY THE REGISTERED AGENT.

By Robert K. Dratt (Note 1)
President
(Note 2)
Registered Agent

STATE OF Colorado
County of Jefferson

Before me, William M. Saurland, a Notary Public in and for the said County and State, personally appeared John Sealy, who acknowledged before me that he is the President of Real Equity Investment Fund, Inc., a Colorado corporation, that he signed the foregoing, and that the statements contained therein are true.

In witness whereof I have hereunto set my hand and seal this 16 day of October, A. D. 1901.

My commission expires 12/1/01

William M. Saurland
Notary Public
1233 E. 1st St. Suite 206
ADDRESS