



THE UNITED STATES CORPORATION COMPANY

F96000006445

ACCOUNT NO. : 072100000032
REFERENCE : 118310 7171451
AUTHORIZATION :
COST LIMIT : \$ 35.00

Patricia Pruitt

ORDER DATE : January 29, 1999
ORDER TIME : 12:15 PM
ORDER NO. : 118310-205
CUSTOMER NO: 7171451

RA Change

CUSTOMER: Ms. Jennifer Doidge
Ssr Realty Advisors
1 California Street
Suite 1400
San Francisco, CA 94111

300002774043--7

CHANGE OF AGENT

NAME: WS APARTMENTS, INC.

FILED
99 FEB 12 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Robert Maxwell

RECEIVED
99 FEB 12 PM 1:53
DIVISION OF CORPORATION

2/15/99

*** FILING FEE: \$35.00 ***

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

1. The name of the corporation is: WS Apartments, Inc.

2. The mailing address of the corporation is: Suite Ste. 1400, One California Street San Francisco, CA 94111

3. Date of incorporation/qualification: December 10, 1996 Document number: F96000006445

4. The name and address of the current registered agent and office: CT Corporation System 1200 South Pine Island Road Plantation, FL 33324

5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable) Corporation Service Company 1201 Hays Street Tallahassee, FL 32301

FILED 99 FEB 12 PM 2:30 SECRETARY OF STATE TALLAHASSEE, FLORIDA

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] January 20, 1999 (Date)

Herman H. Howerton, Secretary January 20, 1999 (Date)

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.

Corporation Service Company [Signature] 2-9-99 (Date)

If signing on behalf of an entity: Karen E. Wehner Assistant Vice President (Typed or Printed Name) (Capacity)