

P28923



ACCOUNT NO. : 072100000032
REFERENCE : 007444 4321791
AUTHORIZATION
COST LIMIT : \$ 35.00

Patricia Pyzdek

FILED
01 MAR 15 PM 4:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : February 15, 2001

ORDER TIME : 3:13 PM

ORDER NO. : 007444-235

800003855138--0

CUSTOMER NO: 4321791

CUSTOMER: Ms. Lesley V. Benjamin
The Related Companies, Inc.
625 Madison Avenue, 9th Floor
New York, NY 10022

CHANGE OF AGENT

NAME: RELATED CREDIT PROPERTIES,
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Denise Mick

RECEIVED
01 MAR 15 PM 4:01
DIVISION OF CORPORATION

G. COULLIETTE MAR 16 2001

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: RELATED CREDIT PROPERTIES, INC.

2. The mailing address of the corporation is: 625 Madison Avenue, 9th Floor, New York, NY 10022

3. Date of incorporation/qualification: April 16, 1990 Document number: P28923

4. The name and address of the current registered agent and office:

C T 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, Florida 32301

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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]
(Signature of an officer, chairman or vice chairman of the board)

12/13/00
(Date)

Stuart S. Boesly, Exec VP
(Printed or typed name and title)

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.

Bv: [Signature]
(Signature of Registered Agent)

3-13-2001
(Date)

If signing on behalf of an entity:

Carol K. Dolor, Asst. Vice President
(Typed or Printed Name)

(Capacity)

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