



F00000005171

ACCOUNT NO. : 072100000032

REFERENCE : 693035 4304756

AUTHORIZATION :

COST LIMIT : \$ 35.

Patricia Pizant

2002 AUG -7 PM 2:25
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : August 5, 2002

ORDER TIME : 11:55 AM

ORDER NO. : 693035-155

CUSTOMER NO: 4304756

CUSTOMER: Robert Porcelli, Legal Asst
Bingham Mccutchen Llp
150 Federal Street

Boston, MA 02110

RECEIVED
02 AUG -7 PM 12:55
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CHANGE OF AGENT

NAME: HERITAGE SPE CORP.

000006948280--0

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Ellyn Herndon

C. Coulliette AUG 07 2002

**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 : HERITAGE SPE CORP.

2. The mailing address of the corporation : 535 Boylston Street, Boston, MA 02116

3. Date of incorporation/qualification: September 14, 2000 Document number: F00000005

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 (if changed) and/or registered office (if changed):
(P. O. Box Not Acceptable)

Corporation Service Company

1201 Hays Street

Tallahassee, Florida 32301

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 of an officer, chairman or vice chairman of the board)

July 31, 2002
(Date)

Patrick O'Sullivan, Vice President

(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.*

(Signature of Registered Agent)

8/5/02
(Date)

If signing on behalf of an entity:

Maureen Cullen

(Typed or Printed Name)

Asst. Vice President

(Capacity)

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