

F940000001832



ACCOUNT NO. : 072100000032

REFERENCE : 118310 7171451

AUTHORIZATION : *Patricia Puyat*

COST LIMIT : \$ 35.00

99 FEB 12 PM 4:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

ORDER DATE : January 29, 1999

ORDER TIME : 12:16 PM

ORDER NO. : 118310-230

CUSTOMER NO: 7171451

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

*RA  
Change*

200002774042--0

CHANGE OF AGENT

NAME: METRIC APARTMENT CO-INVESTMENT  
TRUST, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY

CONTACT PERSON: Robert Maxwell

*DR  
2/12/99*

RECEIVED  
99 FEB 12 PM 1:53  
DIVISION OF CORPORATION

Florida Department of State, Sandra B. Mortham, Secretary of State

\*\*\* 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 Maryland 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: Metric Apartment Co-Investment Trust, Inc.
2. The mailing address of the corporation is: Suite Ste. 1400, One California Street  
San Francisco, CA 94111
3. Date of incorporation/qualification: April 11, 1994 Document number: F94000001832
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

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.

Herman H. Howerton  
(Signature of an officer, chairman or vice chairman of the board)

January 20, 1999  
(Date)

Herman H. Howerton, Secretary

(Printed or typed name and title)

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

Karen E. Wehner  
(Signature of Registered Agent)

2-9-99  
(Date)

If signing on behalf of an entity:

Karen E. Wehner

(Typed or Printed Name)

Assistant Vice President

(Capacity)