

NATIONAL CORPORATE RESEARCH, LTD.

523 West 6th Street, Suite 741

Los Angeles, CA 90014

888-600-9540

213-452-4470

213-452-4472 FAX

ATTN: Tricia Yawata

Via Regular Mail

F94000002463

FLORIDA SECRETARY OF STATE

Division of Corporations

409 East Gaines Street

Tallahassee, FL 32399

[] Advance Fees
[x] Check Attached

000002790420--0
-03/01/99--01093--001
*****35.00 *****35.00

Order Information:

Please file the attached Statement of Change of Registered Agent for CORNERSTONE REAL ESTATE ADVISERS, INC. Also enclosed is a check in the amount of \$35.00 to the Secretary of State for payment of the filing.

Thank you for your assistance in this matter. If you have any questions or comments, please do not hesitate to contact our office at 888-600-9540.

Sincerely,

Tricia Yawata

MAILING INSTRUCTIONS: Send evidence in the envelope provided

FILED
99 MAR -1 AM 10:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NCR

Tricia Yawata

NATIONAL CORPORATE RESEARCH

523 W. 6th Street

Suite 741

Los Angeles, CA 90014

RE: Cornerstone Real Estate Advisers, Inc.

ORDER #: 1261-01

ORDER DATE: 2/24/99

R.A. Change
LFT 3-3-99

*** 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 Massachusetts 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: CORNERSTONE REAL ESTATE ADVISERS, INC.
2. The mailing address of the corporation is: 1295 State Street, Springfield, MA 01111
3. Date of incorporation/qualification: 5/12/94 Document number: F94000002463
4. The name and address of the current registered agent and office:

Joseph O. Stroud, Jr.

1301 Gulf Life Drive, Suite 1500

Jacksonville, FL 32207

5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)

National Corporate Research, Ltd., INC.

1406 Hays Street, Suite #2

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.


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

2/18/99

(Date)

Alan M. Connor, President

(Printed or typed name and title)

(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.


(Signature of Registered Agent)

2/24/99
(Date)

If signing on behalf of an entity:

Andrew P. Polizzi, Vice President

(Typed or Printed Name)

(Capacity)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA