

 10000000001849

ACCOUNT NO. : 072100000032

REFERENCE : 693035 4304756

AUTHORIZATION :

Patricia Pignatelli

COST LIMIT : \$ 25.00

ORDER DATE : August 5, 2002

ORDER TIME : 11:58 AM

ORDER NO. : 693035-240

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 CORPORATE AFFAIRS
TALLAHASSEE, FL 32310

CHANGE OF AGENT

NAME: HERITAGE SPE MGR LLC

600006948306--7

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Ellyn Herndon

Wg/7
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 AUG -7 PM 1:57

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR
BOTH FOR LIMITED LIABILITY COMPANY**

Pursuant to the provisions of sections 608.416 or 608.508, Florida Statutes, the undersigned limited liability company 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 limited liability company is: HERITAGE SPE MGR LLC
2. The mailing address of the limited liability company is : 535 Boylston Street, Boston, MA 02116

3. Date of filing/registration in Florida September 11, 2000 4. Document number M00000001849

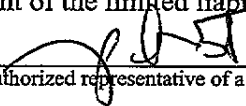
5. The name of the registered agent and the registered office address as shown on the records of the Florida Department of State:

CT Corporation System
Name
1200 South Pine Island Road
Address
Plantation, FL 33324
City, State and Zip

6. The name and address of the new registered agent and/or office:

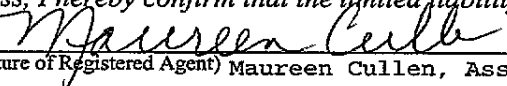
Corporation Service Company
Name
1201 Hays Street
Florida street address (P.O. Box NOT acceptable)
Tallahassee FL 32301
City, State and Zip

If the limited liability company is not organized under the laws of the State of Florida, it is hereby confirmed that after the change or changes are made, the Florida street address of the registered office and the business office of the registered agent will be identical. Or, in the case of a Florida limited liability company, it is hereby confirmed that the change(s) was/were authorized by an affirmative vote of the members of the limited liability company or as otherwise provided in the articles of organization or the operating agreement of the limited liability company.


(Signature of a member or authorized representative of a member)

Patrick O'Sullivan Authorized Representative
(Printed or typed name of signee)

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 obligations of my position as registered agent as provided for in Chapter 608, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.


(Signature of Registered Agent) Maureen Cullen, Asst. Vice President

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

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