



THE UNITED STATES
CORPORATION
COMPANY

P40710

ACCOUNT NO. : 072100000032

REFERENCE : 064688 4321791

AUTHORIZATION : Patricia Pizute

COST LIMIT : \$ 35.00

ORDER DATE : March 2, 2001

ORDER TIME : 10:41 AM

ORDER NO. : 064688-215

CUSTOMER NO: 4321791

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

New York, NY 10022

400003818834--4

CHANGE OF AGENT

NAME: RCMP MANAGEMENT, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 MAR -8 AM 11:30
NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

RA
Change
3/8/01

**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: RCMP MANAGEMENT, INC.
2. The mailing address of the corporation is: 625 Madison Avenue, New York, NY 10016
3. Date of incorporation/qualification: 09/30/1992 Document number: P40710
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

FILED
01 MAR - 8 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

Michael Brenner

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

12/21/00
(Date)

Michael Brenner, Executive 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.

By: Carol K. Dolor 3/6/2001
(Signature of Registered Agent) (Date)

If signing on behalf of an entity:

Carol K. Dolor, Asst. VP

(Typed or Printed Name)

(Capacity)

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