

Filing Fee: \$20.00

ID Number: 113520



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

05 FEB 21 AM 11:10
SECRETARY OF STATE

BUSINESS CORPORATION

STATEMENT OF CHANGE OF REGISTERED AGENT
BY THE CORPORATION

Pursuant to the provisions of Sections 7-1.1-12 or 7-1.1-107 of the General Laws, 1956, as amended, the undersigned corporation submits the following statement for the purpose of changing its registered agent and its registered office in the state of Rhode Island:

- 1. The name of the corporation is GMAC MORTGAGE INVESTMENTS, INC.
2. The address of the registered office as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is: 10 Weybosset Street, Providence, RI 02903
3. The address of the NEW registered office is: 222 Jefferson Boulevard, Suite 200, Warwick, RI 02888
4. The name of the registered agent as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is: C T Corporation System
5. The name of the NEW registered agent is: Corporation Service Company
6. The appointment of a new registered agent and the new registered office, as the case may be, shall become effective upon the filing of this statement, or on (a date not prior to, nor more than 30 days after, filing this statement)
7. The change was authorized by resolution duly adopted by its board of directors. [Strike if inapplicable pursuant to Section 7-1.1-51(1).]

Date: February 17, 2005

FILED
FEB 21 2005
By M58241
GM

GMAC MORTGAGE INVESTMENTS, INC.

Print Corporate Name

By

Maureen Cullen
Its President [ ] or Its Vice President [ ]

STATE OF Delaware
COUNTY OF New Castle

In Wilmington, Delaware, on this 17th day of February, 2005, personally appeared before me Maureen Cullen who, being by me first duly sworn, declared that he/she is the Attorney in Fact of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

Notary Public
My Commission Expires: May 17, 2005

Elizabeth A. Dawson

STATE OF PENNSYLVANIA  
COUNTY OF MONTGOMERY

POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT Robert H. Patterson, the Vice President and General Counsel of GMAC Residential Holding Corp. ("the Company"), a corporation established under the laws of Nevada, and of the subsidiary entities shown on the list appended hereto, does hereby appoint Louis Giaccardo and Maureen Cullen attorneys-in-fact for the Company and for the subsidiary entities, to act for the Company and for the subsidiary entities and in the name of the Company and of the subsidiary entities for the limited purposes authorized herein.

The Company and the subsidiary entities having taken all necessary steps to authorize the changes and the establishment of this Power of Attorney, hereby grants its attorneys-in-fact the power to execute the documents necessary to change the Company's and the subsidiary entities' registered agent and registered office, or the agent (CSC or its related entities) and office of similar import, in any jurisdiction.

In the execution of any documents necessary for the purposes set forth herein, Louis Giaccardo shall exercise the power of Vice President and Maureen Cullen shall exercise the power of Secretary, or, in the case of entities having managers or other positions of authority rather than officers such as Vice President or Secretary, the named individuals shall act in such office and with such authority as is required to effect the changes herein contemplated.

This Power of Attorney expires upon the completion and filing of the documents necessary to effect the changes in registered agent and registered office addresses contemplated herein, or when revoked by Robert H. Patterson, which ever shall occur first.

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 17<sup>th</sup> day of December, 2004.

GMAC RESIDENTIAL HOLDING CORP.

BY:   
Robert H. Patterson  
Vice President and General Counsel

Subscribed and sworn to before me this 17<sup>th</sup> day of December, 2004.

**FILED**  
FEB 21 2005  
By CSM

  
Notary Public

COMMONWEALTH OF PENNSYLVANIA  
NOTARIAL SEAL  
CAROLYN B. TRACZYKIEWICZ, Notary Public  
Horsham Twp., Montgomery County  
My Commission Expires May 17, 2008

GMAC Residential Holding Corp.  
subsidiary list

ARGONAUT RELOCATION SERVICES L.L.C.  
DITECH.COM, INC.  
EASTERN MASSACHUSETTS REAL ESTATE, INC.  
EXECUTIVE CLOSING SERVICES, INC.  
EXECUTIVE TRUSTEE SERVICES, INC.  
FORT DEARBORN LAND TITLE COMPANY  
GHS METRO NY, INC.  
GHS MORTGAGE, LLC  
GHS SW, INC.  
GMAC GLOBAL RELOCATION SERVICES, INC.  
GMAC HOME SERVICES, INC.  
GMAC INVESTMENT SERVICES, INC.  
GMAC MORTGAGE CORPORATION  
GMAC MORTGAGE CORPORATION ON TN  
GMAC MORTGAGE GROUP, INC.  
GMAC MORTGAGE HOLDINGS, INC.  
GMAC MORTGAGE INVESTMENTS, INC.  
GMAC MORTGAGE SECURITIES II, INC.  
GMAC MORTGAGE SECURITIES, INC.  
GMAC REAL ESTATE, LLC  
GMAC RESIDENTIAL HOLDING CORP.  
GMACB SERVICE COMPANY, LLC  
GMACR MORTGAGE PRODUCTS, INC.  
GMACRH SETTLEMENT SERVICES, INC.  
HCLS, LLC  
HOME CONNECTS CREDIT SERVICES, LLC  
HOME CONNECTS ESCROW SERVICES, INC.  
HOME CONNECTS LENDING SERVICES OF ALABAMA, INC.  
HOME CONNECTS LENDING SERVICES, LLC  
HOME CONNECTS TITLE SERVICES, INC.  
HORSHAM FUNDING, INC.  
KOENIG & STREY INSURANCE AGENCY, INC.  
KOENIG & STREY, INC.  
LADUE ASSOCIATES, INC.  
PACIFIC UNION REAL ESTATE GROUP, LTD.  
PASSIVE ASSET TRANSACTIONS, INC.  
REFERRAL NETWORK OF GHS SW, INC.  
REFERRAL NETWORK OF IL, INC.  
REFERRAL NETWORK OF MASSACHUSETTS, INC.  
REFERRAL NETWORK OF NY/NJ, INC.  
REFERRAL NETWORK OF PUREG, INC.  
RESIDENTIAL CONSUMER SERVICES OF ALABAMA, INC.  
RESIDENTIAL CONSUMER SERVICES OF OHIO, INC.  
RESIDENTIAL CONSUMER SERVICES OF TEXAS, INC.  
RESIDENTIAL CONSUMER SERVICES, INC.  
UNION TRUST MORTGAGE SERVICES, INC.  
WALNUT GROVE FUNDING, INC.  
WITMER FUNDING LLC

05 FEB 21 AM 11:10

OFFICE OF THE  
CLERK OF THE  
COURT  
JUDICIAL BRANCH  
COURT HOUSE  
1000 MARKET STREET  
PHILADELPHIA, PA 19107

**FILED**  
FEB 21 2005  
By GA