

88371

RESIGNATION OF REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

Secretary of State
Corporation Division
100 North Main Street
Providence, Rhode Island 02903-1335

Gentlemen:

Please take notice that the undersigned hereby resigns as Registered Agent upon whom process may be served in Rhode Island for _____

AMRESKO NEW ENGLAND II, L.P.

a corporation organized under the laws of the State of DELAWARE

IN WITNESS WHEREOF, the undersigned corporation has caused this notice to be executed in its name by its Assistant Secretary, this 16th day of December, 2002.

CT CORPORATION SYSTEM
(AGENT)


ASSISTANT SECRETARY

RECEIVED
SECRETARY OF STATE
CORPORATION DIVISION
DEC 18 11 16 AM '02



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State
Corporations Division
100 North Main Street Providence, Rhode Island 02903-1335
Telephone (401) 222-3040

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December 30, 2002

AMRESKO NEW ENGLAND II, L.P.
c/o Amresco Principal Managers II GP
1845 Woodall Rodgers Freeway, Suite 1700
Dallas, TX 75201

RE: Corporate ID# 88371
AMRESKO NEW ENGLAND II, L.P.

Dear Sir or Madam:

This is to notify you that this office received on December 18, 2002 the resignation of CT Corporation System as Registered Agent of the above-named limited partnership, a copy of which is enclosed. Section 7-13-4 of the General Laws of the State of Rhode Island states "Each limited partnership shall continuously maintain in this state an agent for service or process on the limited partnership".

Please complete and file with this office the enclosed Change of Registered Agent form as soon as possible.

Thank you for your cooperation.

Sincerely,
CORPORATIONS DIVISION


Catherine Caprio Albanese

enc.