

Filing fee: \$35.00

APPLICATION FOR
AMENDED CERTIFICATE OF AUTHORITY
OF

COLDWELL BANKER RELOCATION MANAGEMENT SERVICES, INC.

7281

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-111 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for an Amended Certificate of Authority to transact business in Rhode Island, and for that purpose submits the following statement:

FIRST: A Certificate of Authority was issued to the corporation by your office on September 17, 1971, authorizing it to transact business in Rhode Island under the name of COLDWELL BANKER RELOCATION MANAGEMENT SERVICES, INC.

SECOND: The corporate name of the corporation has been changed to COLDWELL BANKER RELOCATION SERVICES, INC. (If no change, so indicate)

THIRD: The name which it elects to use hereafter in Rhode Island is

FOURTH: It desires to pursue in the transaction of business in Rhode Island other or additional purposes than those set forth in its prior Application for a Certificate of Authority, as follows: No Change (If no other or additional purposes are proposed, insert "No change.")



If any, to Certificate of Authority previously issued: (If increase of authorized capital stock, state:)

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
No Change			

- (A): An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 300,000,000.00
- (B): An estimate of the value of its property to be located within Rhode Island during such year is \$ 0
- (C): An estimate of the gross amount of business to be transacted by it during such year is \$ 55,000,000.00
- (D): An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 0

Dated February 25, 1992

COLDWELL BANKER RELOCATION MANAGEMENT SERVICES, INC.

By Stephen C. Roney
Stephen C. Roney Its President
and Gregory V. Blackburn
Gregory V. Blackburn Its Secretary

STATE OF CALIFORNIA }
COUNTY OF ORANGE } Sc.

At Mission Viejo in said County on the 25 day

of February 1992 before me personally appeared

Stephen C. Roney, who being by me first duly sworn, declared that he is the

President of COLDWELL BANKER RELOCATION MANAGEMENT SERVICES, INC.

that he signed the foregoing document as such President

of the corporation, and that the statements therein contained are true.



Aracelia Howell
Notary Public

(NOTARIAL SEAL)

Rec'd & Filed APR 10 1992
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CERTIFICATE OF AMENDMENT
OF THE CERTIFICATE OF INCORPORATION
OF

COLDWELL BANKER RELOCATION MANAGEMENT SERVICES, INC.

UNDER SECTION 805 OF THE BUSINESS CORPORATION LAW

WE, THE UNDERSIGNED, Stephen C. Roney and Gregory V. Blackburn, being respectively the President and Chief Executive Officer and Secretary of COLDWELL BANKER RELOCATION MANAGEMENT SERVICES, INC—hereby certify:

1. The name of the corporation is:
COLDWELL BANKER RELOCATION MANAGEMENT SERVICES, INC.
(formerly EXECUTRANS, INC.)

2. The certificate of incorporation of said corporation was filed by the Department of State on the 11th day of February, 1965.

3. On May 5, 1983, the corporation filed with the Department of State a certificate of amendment to the certificate of incorporation changing the name of the corporation from EXECUTRANS, INC. to COLDWELL BANKER RELOCATION MANAGEMENT SERVICES, INC:

4. (a) The certificate of incorporation is hereby amended to again change the name of the corporation.


(b) To effect the foregoing, Article First relating to the name of the corporation is amended to read as follows:

FIRST: The name of the corporation is:
COLDWELL BANKER RELOCATION SERVICES, INC.

4. The amendment was authorized in the following manner:

By the unanimous written consent of the Board of Directors and the sole shareholder.

IN WITNESS WHEREOF, we have signed this certificate on the 9th day of October, 1991 and we affirm the statements contained herein are true under penalties of perjury.


Stephen C. Roney, President and CEO


Gregory V. Blackburn, Secretary

State of New York,
Banking Department

I, Thomas L. Clark, Jr., Deputy Superintendent of Banks of the State of New York, hereby approve, pursuant to New York Business Corporation Law Section 301(a)(5)(B), as amended, the use of the word or a derivative of the word "bank" in the corporate title of COLDWELL BANKER RELOCATION SERVICES, INC.

Witness, my hand and official seal of the Banking Department at the City of New York, this 19th day of November in the Year of our Lord one thousand nine hundred and nine-one.

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Thomas L. Clark, Jr.
Deputy Superintendent of Banks

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Certificate of Amendment

of

Certificate of Incorporation

of

Coldwell Banker Relocation Management Services, Inc.
(Under Section 805 of the Business Corporation Law)

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED NOV 28 1991

TAX \$

BY:

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New York

BILLED

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SAC

Latham & Watkins
650 Town Center Drive
Costa Mesa, CA 92626

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