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ID Number: 147311



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

BUSINESS CORPORATION

**STATEMENT OF CHANGE OF REGISTERED AGENT
BY THE CORPORATION**

05/11/06 9:27

Pursuant to the provisions of Sections 7-1.2-502 or 7-1.2-1409 of the General Laws of Rhode Island, 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 RBS ASSET FINANCE, 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:
222 Jefferson Boulevard, Suite 200, Warwick, RI 02888
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:
National Registered Agents, Inc.
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)

Under penalty of perjury, I declare and affirm that I have examined this Statement of Change of Registered Agent by the Corporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: February 1, 2006

Signature of Authorized Officer of the Corporation

Louis Giaccardo, Attorney In Fact

Type or Print Name of Authorized Officer

FILED

FEB 06 2006

By M89625

GMA

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, JOEL J. BRICKMAN, the Senior Vice President and Assistant Secretary of CITIZENS BANK OF RHODE ISLAND, a Rhode Island financial institution, (the "Corporation"), on behalf of the Corporation and each of the affiliated entities shown on Exhibit A, attached hereto and incorporated herein, which exhibit may be amended in writing from time to time, (collectively, the "Affiliates"), does hereby appoint each of Louis Giaccardo and Maureen Cullen attorneys-in-fact ("Attorneys-in-fact") for the Corporation and the Affiliates, to act, jointly and severally, for the Corporation and the Affiliates and in the name of the Corporation and the Affiliates for the limited purposes authorized herein.

Each of the Corporation and the Affiliates, 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 each of the Corporation's and the Affiliates' registered agent and registered office, or the agent and office of similar import, in any jurisdiction.

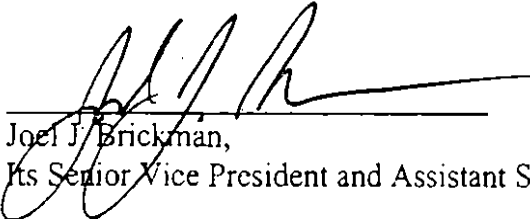
In the execution of any documents necessary for the limited purposes set forth herein, Louis Giaccardo shall exercise the power of Vice President and Maureen Cullen shall exercise the power of Secretary. The Attorneys-in-fact shall not be liable to the Corporation or the Affiliates for executing the change of registered agent documents on behalf of the Corporation and the Affiliates.

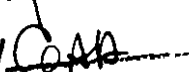
This Power of Attorney expires upon the completion and filing of the documents necessary to effect the changes in registered agent and registered office addresses, or the agent and office of similar import, in any jurisdiction, as contemplated herein, or when revoked by JOEL J. BRICKMAN or his designee, which ever shall occur first.

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 20 day of April, 2005.

CITIZENS BANK OF RHODE ISLAND, a Rhode Island financial institution

BY:


Joel J. Brickman,
Its Senior Vice President and Assistant Secretary

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COMMONWEALTH OF MASSACHUSETTS

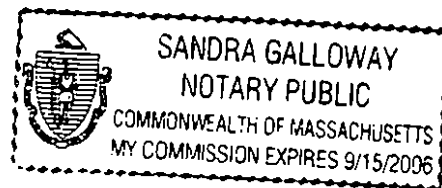
SUFFOLK, SS.

, 2005

I do hereby certify that I am a duly commissioned, qualified, and authorized Notary Public in and for the Commonwealth of Massachusetts, and that JOEL J. BRICKMAN, Senior Vice President and Assistant Secretary of Citizens Bank of Rhode Island, personally known to me, appeared before me this day, and being first duly sworn, executed said instrument and acknowledged that the execution of said instrument by his her free and voluntary act and deed on behalf of Citizens Bank of Rhode Island for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 20th day of April, 2005.


Notary Public
My Commission Expires:



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By CAA

CITIZENS BANK OF RHODE ISLAND subsidiary

RBS Asset Finance, Inc.

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FEB 06 2006
By GMA