

Filing Fee: \$20.00

Corp. I.D. # 46915
~~9-1363310~~

**STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH
OF**

RHODE ISLAND and PROVIDENCE PLANTATIONS

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-107 of the General Laws, 1956, as
(Insert "7-1.1-12" if a domestic corporation, or "7-1.1-107" if a foreign corporation)
amended, the undersigned corporation organized under the laws of the State of CALIFORNIA
....., submits the following statement for the purpose of changing its
registered office or its registered agent, or both, in the State of Rhode Island:

FIRST: The name of the corporation is HERITAGE MANAGEMENT CORPORATION

SECOND: The address of its present registered office is 170 Westminster Street
Suite 900, Providence RI 02903

THIRD: The address to which its registered office is to be changed is
123 Dyer Street Providence RI 02903

FOURTH: The name of its present registered agent is Prentice Hall Corporation
System

FIFTH: The name of its successor registered agent is C T CORPORATION SYSTEM

SIXTH: The address of its registered office and the address of the business office of
its registered agent, as changed, will be identical.

SEVENTH: Such change was authorized by resolution duly adopted by its board of
directors.

Dated.....

PAID
SEP 16 1996
NO 116639
SECY OF STATE

A. Louis Parker

By..... A. LOUIS PARKER.....

Its President

STATE OF California }
COUNTY OF Los Angeles } SC.

At Agoura Hills, Ca..... in said county on this 9th day
of September, 1996 personally appeared before me
A. Louis Parker, who, being by me first duly sworn, declared that he
is the President of Heritage Management Corp
that he signed the foregoing document as President of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)



Marcella Ann Ronk
Notary Public