Filing Fee: \$20.00

ID Number: 99023



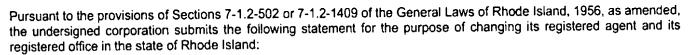
Form No. 640 Revised: 07/05

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



1.	The name of the corporation is AmerescoSolutions, 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 Blvd., 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: National Registered Agents, Inc.
	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
	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.
D	ate: 11/1/2005 Signature of Authorized Officer of the Corporation
	David J. Corrsin, Secretary & Exec. V.P.
	Type or Print Name of Authorized Officer
	FILED
	NOV 0 7 2005
	By M81759