

Filing Fee: \$20.00

ID Number: 101734

**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

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

**LIMITED PARTNERSHIP**

**STATEMENT OF CHANGE OF SPECIFIED OFFICE  
AND/OR REGISTERED AGENT**

Pursuant to the provisions of Sections 7-13-4 of the General Laws, 1956, as amended, the undersigned authorizes a change of its specified office and/or its registered agent in the state of Rhode Island as follows:

1. The name of the limited partnership is:

METLIFE CAPITAL CREDIT L.P.

2. The address of the specified office at which shall be kept the records required by Section 7-13-5 to be maintained as PRESENTLY shown in the records on file with the Rhode Island Secretary of State is:

*(Applicable to domestic limited partnerships only)*

3. The address of the NEW specified office at which shall be kept the records required by Section 7-13-5 to be maintained is:

*(Applicable to domestic limited partnerships only)*

4. The name of the registered agent for service of process as PRESENTLY shown in the records on file with the Rhode Island Secretary of State is:

5. The name of the NEW registered agent for service of process is:

6. The address of the registered agent as PRESENTLY shown in the records on file with the Rhode Island Secretary of State is:

c/o C T Corporation System, 123 Dyer Street, Providence, RI 02903

7. The NEW address of the registered agent is:

c/o C T Corporation System, 10 Weybosset Street, Providence, RI 02903

**PAID**  
**APR 17 2000**  
**240390**  
**SEC'Y OF STATE**

Date: March 22, 2000

Under penalty of perjury, I declare that the information contained herein is true and correct.

MetLife Capital Credit L.P.

Print Name of Limited Partnership

By

Lee R. Brown  
General Partner

RECEIVED  
SECRETARY OF STATE  
BUREAU OF CORPORATIONS  
APR 17 2000