

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

REAL ESTATE ONE, LTD.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-12 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 R.I.
....., 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 REAL ESTATE ONE, LTD.

SECOND: The address of its present registered office is None
128 Dorrance Street, Suite 300, Providence, RI 02903

THIRD: The address to which its registered office is to be changed is
300 Centerville Road, Suite 300, Warwick, RI 02886

FOURTH: The name of its present registered agent is None or Albert J. Rossi,
Esquire, deceased.

FIFTH: The name of its successor registered agent is Sanford J. Resnick

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 May 26, 1996

Real Estate One Ltd.
By Deane H. Foley
Its President

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RID 160902
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SECY OF STATE
STATE OF Rhode Island }
COUNTY OF Hent } Sc.

NOTARY PUBLIC
STATE OF RHODE ISLAND
06/15/96

At 12:30 PM in said county on this 26th day
of May, 1996, personally appeared before me
Deane H. Foley, who, being by me first duly sworn, declared that he
is the President of Real Estate One, Ltd.
that he signed the foregoing document as President of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

Charles A. Keally
Notary Public

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SECRETARY OF STATE
CORPORATION DIV.

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