

Filing Fee: \$20.00

ID Number: 103351



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:

CASDEN PROPERTIES GP II LIMITED PARTNERSHIP

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:

National Corporate Research, Ltd.

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

Corporation Service Company

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

222 Jefferson Boulevard, Warwick, RI 02888

7. The NEW address of the registered agent is:

170 Westminster Street, Suite 900, Providence, Rhode Island 02903

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

Date: September 3, 2002

CASDEN PROPERTIES GP II LIMITED PARTNERSHIP
Print Name of Limited Partnership

FILED

SEP 09 2002

By GA 290686

20. SEP 12 2002
Maureen Cullen
General Partner

Maureen Cullen, Attorney-in-Fact on behalf of
Casden Properties QRS II Inc., General Partner

STATE OF COLORADO
COUNTY OF DENVER

POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT Chad Asarch, Vice President and Assistant General Counsel of the entities shown on the list appended hereto ("the Entities"), does hereby appoint Maureen Cullen and Anne Martin attorneys-in-fact for the Entities, to act for the Entities and in the name of the Entities for the limited purposes authorized herein.

The Entities having taken all necessary steps to authorize the changes and the establishment of this Power of Attorney, hereby grant each Entity's attorney-in-fact the power to execute the documents necessary to change the Entities' 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 purposes set forth herein, Maureen Cullen shall exercise the power of Vice President and Anne Martin shall exercise the power of Secretary, or, in the case of Entities having managers or other named individuals shall act in such office and with such authority as is required to effect the changes herein contemplated.

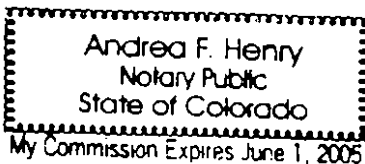
This Power of Attorney expires upon the completion and filing of the documents necessary to effect the changes in registered agent and registered office addresses contemplated herein, or when revoked by Chad Asarch, which ever shall occur first, but in any event no later than October 31, 2002.

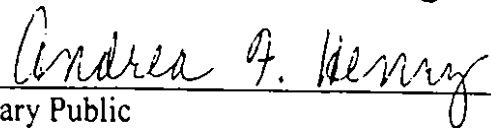
IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 20 day of August, 2002.

BY: 

Chad Asarch, Vice President and Assistant General Counsel

Subscribed and sworn to before me this 20 day of August, 2002.




Notary Public

Entity name

State

Casden Properties GP II Limited Partnership

Rhode Island

Highlawn Place Limited Partnership

West Virginia