

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS  
Office of the Secretary of State  
Corporations Division  
100 North Main Street Providence, Rhode Island 02903-1335  
Telephone (401) 222-3040

August 26, 2002

Casden Properties GP II Limited Partnership  
9090 Wilshire Boulevard, 3rd Floor  
Beverly Hills, CA 90211

RE: Corporate ID# 103351  
Casden Properties GP II Limited Partnership

Dear Sir or Madam:

This is to notify you that this office received on August 16, 2002 the resignation of National Corporate Research, Ltd. as Registered Agent of the above-named limited partnership, a copy of which is enclosed. Section 7-13-4 of the General Laws of the State of Rhode Island states "Each limited partnership shall continuously maintain in this state an agent for service or process on the limited partnership".

Please complete and file with this office the enclosed Change of Registered Agent form as soon as possible.

Thank you for your cooperation.

Sincerely,  
CORPORATIONS DIVISION

Catherine Caprio Albanese

enc.

**NCR NATIONAL  
CORPORATE  
RESEARCH, LTD.**

Dover, DE ~ Los Angeles, CA ~ Sacramento, CA ~ Albany, NY ~ New York, NY

August 14, 2002

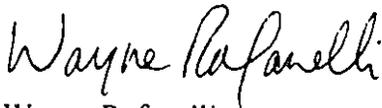
Rhode Island Secretary of State  
Corporations Division  
100 N. Main Street  
1<sup>st</sup> Floor  
Providence, RI 02903

RE: RESIGNATION OF REGISTERED AGENT

Dear Sir/Madam:

Please be advised that National Corporate Research, Ltd. hereby resigns as registered agent for CASDEN PROPERTIES GP II LIMITED PARTNERSHIP (I.D. No. 103351). If you have any problems or questions regarding this, please contact my office.

Sincerely,



Wayne Rafanelli  
Assistant Secretary  
National Corporate Research, Ltd.

/tam  
Enclosure

RECEIVED  
SECRETARY OF STATE  
CORPORATIONS DIV.

AUG 16 11 30 AM '02