

Filing Fee: \$20.00

ID Number: 103554



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

Pursuant to the provisions of Sections 7-1.1-12 or 7-1.1-107 of the General Laws, 1956, as amended, the undersigned corporation submits the following statement for the purpose of changing its registered agent and its registered office in the state of Rhode Island:

- 1. The name of the corporation is EASTERN RESORTS CORPORATION
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: 170 Westminster Street, Suite 900, Providence, RI 02903
4. The name of the registered agent as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is: CT Corporation System
5. The name of the NEW registered agent is: Corporation Service Company
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 (a date not prior to, nor more than 30 days after, filing this statement)
7. The change was authorized by resolution duly adopted by its board of directors.

Date: June 26, 2002

EASTERN RESORTS CORPORATION

Print Corporate Name

By Maureen Cullen
Its President [] or Its Vice President [x]
Maureen Cullen, Attorney-in-Fact

STATE OF DELAWARE
COUNTY OF NEW CASTLE

In Wilmington, DE, on this 26th day of June, 2002, personally appeared before me Maureen Cullen who, being by me first duly sworn, declared that he/she is the Attorney-in-Fact of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

[Signature]
Notary Public
My Commission Expires: May 17, 2005

2002 JUN 28

Elizabeth A. Dawson

FILED

STATE OF NEW JERSEY)
COUNTY OF MORRIS)

POWER OF ATTORNEY

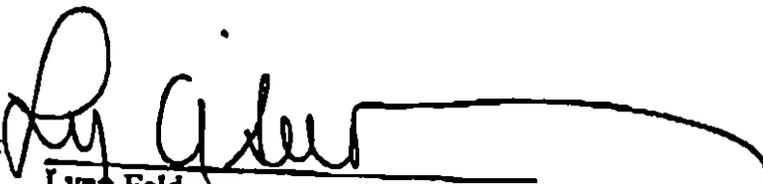
NOTICE IS HEREBY GIVEN THAT Lynn Feldman, the Assistant Secretary of Cendant Corporation ("the Corporation"), a corporation incorporated under the laws of Delaware, and of the subsidiary entities shown on the list appended hereto does hereby appoint Maureen Cullen and Anne Martin attorneys-in-fact for the Corporation and for the subsidiary entities, to act for the Corporation and for the subsidiary entities and in the name of the Corporation and of the subsidiary entities for the limited purposes authorized herein.

The Corporation and the subsidiary entities, having taken all necessary steps to authorize the changes and the establishment of this Power of Attorney, hereby grants its attorneys-in-fact the power to execute the documents necessary to change the Corporation's and the subsidiary entities' registered agent and registered office, or the agent and office of similar import, in any jurisdiction.

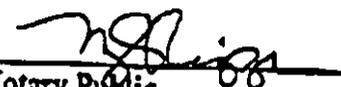
In the execution of any documents necessary for the purposes set forth herein, Maureen Cullen shall exercise the power of Vice President and Anne Martin shall exercise the power of Secretary.

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 Lynn Feldman, which ever shall occur first.

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 29th day of June, 2002.

BY: 
Lynn Feldman
Assistant Secretary

Subscribed and sworn to before me this 29th day of June, 2002.


Notary Public

MARY ELLEN RIZZO
A Notary Public of New Jersey
My Commission Expires November 9, 2003

Entity Name	Jurisdiction
AESOP Leasing Corp.	RI
Apex Real Estate Information Services LLP	RI
Avis Lube	RI
Avis Rent A Car System, Inc.	RI
Cendant Mobility Financial Corporation	RI
Cendant Mobility Government Financial Services	RI
Cendant Mobility Services Corporation	RI
Cendant Mortgage Corporation	RI
Cendant Operations, Inc.	RI
Century 21 Real Estate Corporation	RI
Coldwell Banker Real Estate Corporation	RI
Days Inns Worldwide, Inc.	RI
Eastern Resorts Corporation	RI
ERA Franchise Systems, Inc.	RI
Howard Johnson International Inc.	RI
Jackson Hewitt Inc.	RI
Knights Franchise Systems, Inc.	RI
Numa Affinity Group, LLC	RI
PHH Auto Finance Corporation	RI
Ramada Franchise Systems Inc.	RI
Wizcom International, Ltd.	RI
Eastern Resorts Company LLC	RI (D)