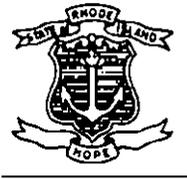


Filing Fee: \$20.00

ID Number: 80278



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 OFFICE
OR REGISTERED AGENT, OR BOTH, 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 office or its registered agent, or both, in the state of Rhode Island:

- 1. The name of the corporation is ING America Equities Inc.
2. The address of the registered office as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is: 170 Westminster St., Ste. 900, Providence, RI 02903
3. The address of the NEW registered office is: 10 Weybosset Street, Providence, Rhode Island 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: Prentice-Hall Corporation System, Inc.
5. The name of the NEW registered agent is: C T Corporation System
6. The change of address of the registered office, or the appointment of a new registered agent, or both, 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.

RECEIVED
SECRETARY OF STATE
CORPORATION DIVISION
DEC 10 12 23 PM '00

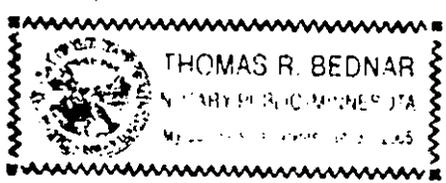
Date: 11.30.00

ING America Equities Inc.
Print Corporate Name

By Michele Gustafson
Its President [ ] or Its Vice President [X]

STATE OF Minnesota
COUNTY OF Hennepin

In , on this 30th day of November, 2000, personally appeared before me Michele Justesen who, being by me first duly sworn, declared that he/she is the Vice President 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.



Thomas R. Bednar
Notary Public
My Commission Expires: 1-31-2002

FILED
DEC 10 2000
BY [Signature] 2555511