

Filing Fee: \$20.00

ID Number: 0022277



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

**STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH,
BY THE CORPORATION**

Pursuant to the provisions of Section 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:

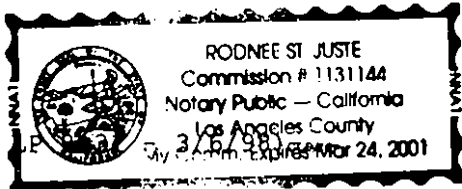
1. The name of the corporation is: CB Richard Ellis, Inc.
2. The address of the registered office as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:
170 Westminster Street, Suite 900, Providence, RI 02903
3. The address of the NEW registered office is:
10 Weybosset St. P.R.N.
4. The name of the registered agent as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:
123 Dyer Street, Providence, R.I. 02903
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 more than 30 days after filing this statement)
7. The change was authorized by resolution duly adopted by its board of directors.

OCT 04 1999
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CB Richard Ellis, Inc.
(Name of Corporation)
By Walter V. Stafford
Its President or Its Vice President

STATE OF California
COUNTY OF Los Angeles

In Los Angeles, on this 14 day of September, 1999, personally appeared before me Walter V. Stafford who, being by me first duly sworn, declared that he ~~is~~ is the Senior Executive Vice President of said corporation and that he ~~is~~ signed the foregoing document as Senior Executive Vice President of the corporation, and that the statements therein contained are true.



Rodnee St. Juste
Notary Public
My Commission Expires: March 24, 2001