

Filing fee: \$35.00

APPLICATION FOR
AMENDED CERTIFICATE OF AUTHORITY
OF

COLDWELL BANKER COMMERCIAL GROUP, INC.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-111 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for an Amended Certificate of Authority to transact business in Rhode Island, and for that purpose submits the following statement:

FIRST: A Certificate of Authority was issued to the corporation by your office on January 27, 1981, authorizing it to transact business in Rhode Island under the name of COLDWELL BANKER COMMERCIAL GROUP, INC.

SECOND: The corporate name of the corporation has been changed to CB Commercial Real Estate Group, Inc.
(If no change, so indicate!)

THIRD: The name which it elects to use hereafter in Rhode Island is CB Commercial Real Estate Group, Inc.

FOURTH: It desires to pursue in the transaction of business in Rhode Island other or additional purposes than those set forth in its prior Application for a Certificate of Authority, as follows: No Change
(If no other or additional purposes are proposed, insert "No change.")

FIFTH: Other amendments, if any, to Certificate of Authority previously issued: None
(See §§7-1.1-103, 7-1.1-109, 7-1.1-110, of the General Laws, 1956, as amended.) (If increase of authorized capital stock, state:

| Number of Shares | Class | Series | Par Value per Share or Statement that Shares are without Par Value |
|---------------------|-------|--------|---|
|---------------------|-------|--------|---|

- (A): An estimate of the value of all property to be owned by it for the following year, wherever located, is \$
- (B): An estimate of the value of its property to be located within Rhode Island during such year is \$
- (C): An estimate of the gross amount of business to be transacted by it during such year is \$
- (D): An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$

Dated March 4, 1991
~~February~~

CB Commercial Real Estate Group, Inc.

By Ralph Miller
Ralph W. Miller, Jr.
Its Sr. Vice President

and Linda D. Azzolina
Linda D. Azzolina
Its Asst. Secretary

STATE OF CALIFORNIA }
COUNTY OF LOS ANGELES } SC.

At Los Angeles, California in said County on the 4th day
of ~~February~~ March 1991, before me personally appeared Linda D. Azzolina
, who being by me first duly sworn, declared that she is the
Asst. Secretary of CB Commercial Real Estate Group, Inc.
that he signed the foregoing document as such Asst. Secretary
of the corporation, and that the statements therein contained are true.

April Iniguez
Notary Public

(NOTARIAL SEAL)



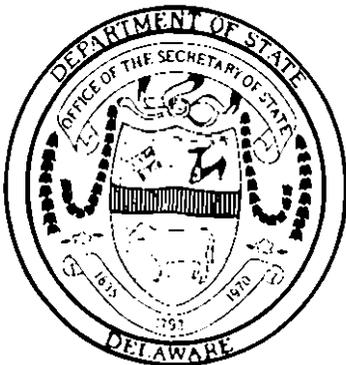
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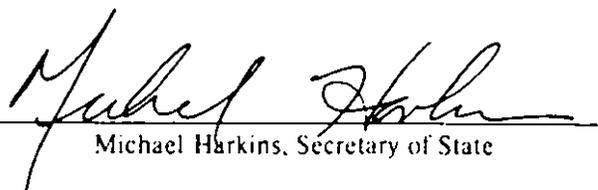


Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF COLDWELL BANKER COMMERCIAL GROUP, INC. FILED IN THIS OFFICE ON THE FIFTH DAY OF MARCH, A.D. 1991, AT 3:45 O'CLOCK P.M.



721065073


Michael Harkins, Secretary of State

AUTHENTICATION: 2977277

DATE: 03/06/1991