



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

7-20-05 11:10:35

BUSINESS CORPORATION

STATEMENT OF CHANGE OF REGISTERED AGENT
BY THE CORPORATION

7-1.2-502 7-1.2-109

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 WARWICK RESIDENTIAL MORTGAGE 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:
222 Jefferson Boulevard, Suite 200, Warwick, RI 02888
- 4. The name of the registered agent as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:
C T 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. [Strike if inapplicable pursuant to Section 7-1.1-51(1).]

FILED
JUL 07 2005
BY *[Signature]*
71695

Date: June 27, 2005
WARWICK RESIDENTIAL MORTGAGE CORPORATION
Print Corporate Name

By *[Signature]*
Its President or Its Vice President

STATE OF DELAWARE
COUNTY OF NEW CASTLE
Maureen Cullen, Attorney in Fact

In Wilmington, Delaware, on this 27th day of June, 2005, 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, 2009
Elizabeth A. Dawson

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, JOEL J. BRICKMAN, the Senior Vice President and Assistant Secretary of CITIZENS BANK OF RHODE ISLAND, a Rhode Island financial institution, (the "Corporation"), on behalf of the Corporation and each of the affiliated entities shown on Exhibit A, attached hereto and incorporated herein, which exhibit may be amended in writing from time to time, (collectively, the "Affiliates"), does hereby appoint each of Louis Giaccardo and Maureen Cullen attorneys-in-fact ("Attorneys-in-fact") for the Corporation and the Affiliates, to act, jointly and severally, for the Corporation and the Affiliates and in the name of the Corporation and the Affiliates for the limited purposes authorized herein.

Each of the Corporation and the Affiliates, 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 each of the Corporation's and the Affiliates' registered agent and registered office, or the agent and office of similar import, in any jurisdiction.

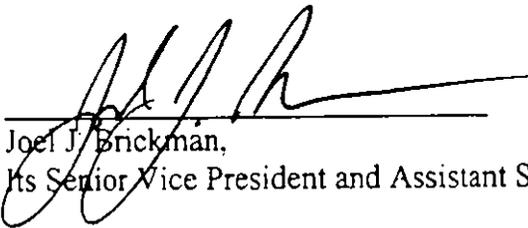
In the execution of any documents necessary for the limited purposes set forth herein, Louis Giaccardo shall exercise the power of Vice President and Maureen Cullen shall exercise the power of Secretary. The Attorneys-in-fact shall not be liable to the Corporation or the Affiliates for executing the change of registered agent documents on behalf of the Corporation and the Affiliates.

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, or the agent and office of similar import, in any jurisdiction, as contemplated herein, or when revoked by JOEL J. BRICKMAN or his designee, which ever shall occur first.

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 20th day of April, 2005.

CITIZENS BANK OF RHODE ISLAND, a Rhode Island financial institution

BY:


Joel J. Brickman,
Its Senior Vice President and Assistant Secretary

FILED

JUL 07 2005

By _____

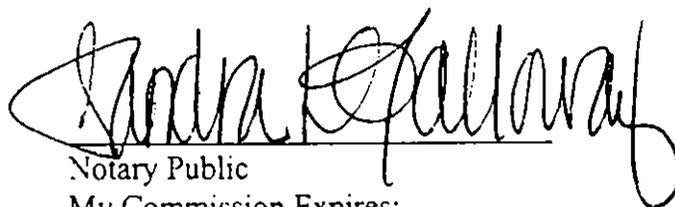
COMMONWEALTH OF MASSACHUSETTS

SUFFOLK, SS.

, 2005

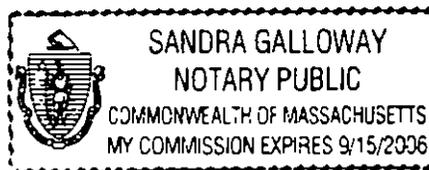
I do hereby certify that I am a duly commissioned, qualified, and authorized Notary Public in and for the Commonwealth of Massachusetts, and that JOEL J. BRICKMAN, Senior Vice President and Assistant Secretary of Citizens Bank of Rhode Island, personally known to me, appeared before me this day, and being first duly sworn, executed said instrument and acknowledged that the execution of said instrument by his her free and voluntary act and deed on behalf of Citizens Bank of Rhode Island for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 20th day of April, 2005.



Notary Public

My Commission Expires:



FILED

JUL 07 2005

By _____

NAME OF ENTITY

B.C.B. INVESTMENT CORP.
BRAINTREE SAVINGS CORPORATION
BREWER & LORD INSURANCE ADVISORS, INC.
BREWER & LORD LLC
C C REALTY CORP.
CAMBRIDGE TRADE FINANCE CORPORATION
CB LEASING CORP.
CBM AUTO LEASE CORP.
CBM LEASING CORPORATION
CCO INVESTMENT SERVICES CORP.
CCO MORTGAGE CORP.
CENTRAL PARK - NH REALTY CORP.
CFG INVESTMENT CORP.
CFG REALTY CO., INC.
CFG SERVICE CORP.
CHARTER ONE AUTO FINANCE CORP.
CHARTER ONE COMMUNITY DEVELOPMENT CORPORATION
CHARTER ONE INSURANCE AGENCY, INC.
CHARTER ONE MORTGAGE CORP.
CHARTER ONE MORTGAGE OF DAYTON, L.L.C.
CHARTER ONE MORTGAGE OF DELAWARE, L.L.C.
CHARTER ONE MORTGAGE OF MARYLAND LLC
CHARTER ONE MORTGAGE OF WILLIAMSBURG, L.L.C.
CHARTER ONE MORTGAGE SERVICES OF MICHIGAN, LLC
CHARTER ONE SECURITIES, INC.
CHARTER ONE/PHCC, LLC
CHARTER ONE/WHITTAKER MORTGAGE LLC
CITIZENS AUTOMOBILE FINANCE CORP.
CITIZENS AUTOMOBILE FINANCE, INC.
CITIZENS BANK
CITIZENS BANK OF CONNECTICUT
CITIZENS BANK OF MASSACHUSETTS
CITIZENS BANK OF PENNSYLVANIA
CITIZENS BUSINESS TRUST
CITIZENS CAPITAL, INC.
CITIZENS CLAIR INSURANCE AGENCY, LLC
CITIZENS COMMUNITY DEVELOPMENT CORPORATION
CITIZENS CT INVESTMENT CORP IV
CITIZENS FINANCIAL GROUP, INC.
CITIZENS FINANCIAL SERVICES INSURANCE AGENCY, INC.
CITIZENS INVESTMENT CORP.
CITIZENS LEASING CORPORATION
CITIZENS MORTGAGE CORPORATION
CITIZENS NH INVESTMENT CORP IV
CITIZENS PLAZA, INC.
CITIZENS RI INVESTMENT CORP IV
CITIZENS VENTURES, INCORPORATED
COMMUNITY SECURITIES CORPORATION
CONNECTICUT FINANCIAL REALTY CORP.
CONNECTICUT REALTY INVESTORS, INC.

FILED

JUL 07 2005

By _____

NAME OF ENTITY

COURT STREET HOLDINGS, LLC
CSB INVESTMENT CORP.
EXCEL SERVICE CORPORATION
FIRST CHESAPEAKE MORTGAGE, LLC
FIRST NH BANKCORP, INC.
FIRST NH INVESTMENT SERVICES CORP.
FIRST NH MORTGAGE CORP.
ICX CORPORATION
JSA FINANCIAL CORPORATION
LEXINGTON SAVINGS CORP.
LIBERTY TITLE AGENCY, INC.
MA INVESTMENT CORP IV
MASS INVESTMENT CORPORATION
MEDFORD SECURITIES CORPORATION
MINUTEMAN INVESTMENTS CORPORATION
NEW ENGLAND ACCEPTANCE CORPORATION
NEWPORT STREET CORP.
NH PREFERRED FUNDING CORPORATION
NY INVESTMENT CORP IV
OH INVESTMENT CORP IV
PA INVESTMENT CORP. I
PA INVESTMENT CORP. II
PA INVESTMENT CORP. III
PA INVESTMENT CORP. IV
RBS LYNK INCORPORATED
RBSG CAPITAL CORPORATION
RI REALTY TRUST, INC.
SERVCO, INC.
SHORE HOLDINGS, INC.
SOUTHEAST MORTGAGE GROUP, LLC
SPRINGWATER CORP.
SUNKISS REALTY, INC.
SUPERIOR WEST INCORPORATED
SUSSEX MORTGAGE, LLC
TEMPLE INVESTMENT CORPORATION
TGH SECURITIES, INC.
THE FEITELBERG COMPANY LLC
THE FEITELBERG COMPANY OF RHODE ISLAND, INC.
THE FIRST FINANCIAL SERVICES AND DEVELOPMENT CORPORATION
THISTLE GROUP HOLDINGS, CO.
VIVEIROS-FEITELBERG INSURANCE AGENCY, INC.
VT INVESTMENT CORP IV
WARM SPRINGS INVESTMENT, INC.
WARWICK RESIDENTIAL MORTGAGE CORPORATION
WASHINGTON STREET REALTY CORP.
WS, INC.
YILITE MORTGAGE, LLC

FILED

JUL 07 2005

By _____