

REGISTERED LIMITED PARTNERSHIP

Filing Fee: \$20.00

ID Number: 000091145

STATEMENT OF CHANGE OF SPECIFIED OFFICE AND/OR REGISTERED AGENT

Pursuant to the provisions of Sections 7-13-4 of the General Laws, 1956, as amended, the undersigned authorizes a change of its specified office and/or its registered agent in the state of Rhode Island as follows:

1. The name of the limited partnership is:

Whytebrook Retirement Investors Limited Partnership

2. The address of the specified office at which shall be kept the records required by Section 7-13-5 to be maintained as PRESENTLY shown in the records on file with the Rhode Island Secretary of State is:

(Applicable to domestic limited partnerships only)

3. The address of the NEW specified office at which shall be kept the records required by Section 7-13-5 to be maintained is:

(Applicable to domestic limited partnerships only)

4. The name of the registered agent for service of process as PRESENTLY shown in the records on file with the Rhode Island Secretary of State is:

C T Corporation System

5. The name of the NEW registered agent for service of process is:

C T Corporation System

6. The address of the registered agent as PRESENTLY shown in the records on file with the Rhode Island Secretary of State is:

10 Weybosset Street, Providence, Rhode Island 02903

7. The NEW address of the registered agent is:

155 South Main Street, Suite 301, Providence, Rhode Island 02903

Under penalty of perjury, I declare that the information contained herein is true and correct.

Date: 1/8/09

Whytebrook Retirement Investors Limited Partnership

Print Name of Limited Partnership

Whytebrook Retirement Investors Limited Partnership

By: Developers Investment Company, Inc., corporate general partner

By: Joan E. Thurmond General Partner Assistant Secretary of corporate general partner

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By: [Signature]