



**State of Rhode Island and Providence Plantations
Office of the Secretary of State**

Fee: \$50.00

Division Of Business Services
148 W. River Street
Providence RI 02904-2615
(401) 222-3040

**Limited Partnership
Certificate of Amendment**

(Section 7-13-52 of the General Laws of Rhode Island, 1956, as amended)

ARTICLE I

The name of the limited partnership is Downing Investment Partners, LP

If the partnership's name is changing, state the new name: Downing Investment Partners, LP

If the limited partnership is changing its elected name in the State of Rhode Island, state the new name:

ARTICLE II

A Certificate of Registration was issued to the limited partnership by the Office of the Secretary of State of the State of Rhode Island on 8/16/2004, authorizing it to transact business in Rhode Island under the name of

ARTICLE III

The Application for Certificate of Registration is amended as follows, including, if applicable, a change made in Article I:

If the general character of the business that the limited partnership proposes to transact in Rhode Island is changing, so state:

TO ACQUIRE, HOLD AND MANAGE INVESTMENTS

If the principal office of the limited partnership is changing, so state:

No. and Street: 1350 DIVISION ROAD
SUITE 205

City or Town: WEST WARWICK State: RI Zip: 02893 Country: USA

If the mailing address of the limited partnership is changing, so state:

No. and Street: 1350 DIVISION ROAD
SUITE 205

City or Town: WEST WARWICK State: RI Zip: 02893 Country: USA

If there is a change in the general partners of the limited partnership, modify the following section:

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
PARTNER	DAVID WAGNER	1350 DIVISION ROAD, SUITE 205 WEST WARWICK, RI 02893 USA

If there are any other provisions to be amended, so state:

Signed this 29 Day of March, 2011 at 11:16:18 AM by the general partner(s). *This electronic signature of the individual or individuals signing this instrument constitutes the affirmation or acknowledgement of the signatory, under penalties of perjury, that this instrument is that individual's act and deed or the act and deed of the partnership, and that the facts stated herein are true, as of the date of the electronic filing, in compliance with R.I. Gen. Laws § 7-13.*

Downing Investment Partners, LP

Exact Name of Limited Partnership Making Application

By DAVID WAGNER
General Partner

Form No. 352
Revised 09/07

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State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A. RALPH MOLLIS

Secretary of State

