

Filing Fee \$30.00

State of Rhode Island and Providence Plantations

32435

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF

DOWNING PROPERTIES COMPANY VI

Pursuant to the provisions of Section 7-1.1-56 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is Downing Properties Company VI

SECOND: The shareholders of the corporation on March 14, 1985, in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, adopted the following amendment(s) to the Articles of Incorporation:

[Insert Amendment(s)]

That ARTICLE FIRST of the Articles of Incorporation of Downing Properties Company VI be amended as follows:

"FIRST: The name of the Corporation is Downing Acquisition Corporation."

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 4,000; and the number of shares entitled to vote thereon was 100

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows: (if inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares</u>
None	

FIFTH: The number of shares voted for such amendment was 100; and the number of shares voted against such amendment was none

SIXTH: The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was: (if inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares Voted</u>	
	<u>For</u>	<u>Against</u>
None		

SEVENTH: The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: (If no change, so state)

None

EIGHTH: The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows: (If no change, so state)

None

Dated March 14, 1985

DOWNING PROPERTIES COMPANY, INC.
By Richard Bowen, Jr.
Its President
and John B. Smith
Its Secretary

March 14, 1985

Secretary of State
Corporations Division
270 Westminster Street
Providence, RI 02903

Re: Downing/399 Bald Hill Road, Inc.

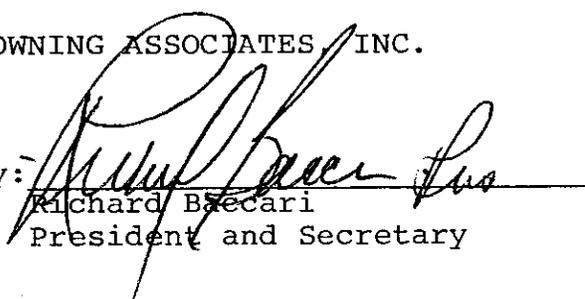
Gentlemen:

In connection with the proposed incorporation of Downing/399 Bald Hill Road, Inc., the undersigned hereby consents and agrees that the corporation may incorporate under that name and may otherwise use that name in the conduct of its business.

Very truly yours,

DOWNING ASSOCIATES, INC.

By:


Richard Baccari
President and Secretary

STATE OF RHODE ISLAND

COUNTY OF

Providence

} Sc.

At Providence in said county on this 14th day of

March, 1985, personally appeared before me Richard Baccari

and Robert B. Gardner, who, being by me first duly sworn, declared that he is the President

and Secretary, respectively of

Downing Properties Company VI

that he signed the foregoing document as President and Secretary, respectively of the corporation, and that the statements therein contained are true.

Judy M. Stigliano
Notary Public

My commission expires on June 30, 1986.

(NOTARIAL SEAL)

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CHK -110.00
0065A001 PAID 03/15/85

CP11 110.00
CHK 110.00
0064A001 PAID 03/15/85

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CP0P 30.00
CHK 30.00
0066A001 PAID 03/15/85

MAR 14 1985