



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

No Fee

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

Business Corporation

Statement of Change of Registered Office by the Registered Agent

(Section 7-1.2-502(d) of the General Laws of Rhode Island, 1956, as amended)

SECTION I

The name of the corporation is Downcity Capital Partners, Ltd.

SECTION II

The address of the registered office as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:

56 PINE STREET PROVIDENCE , RI 02903-

SECTION III

The address of the NEW registered office is:

No. and Street: PARTRIDGE SNOW & HAHN LLP
180 SOUTH MAIN STREET

City or Town: PROVIDENCE

State: RI Zip: 02903

SECTION IV

The change of address of the registered office 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)

SECTION V

A copy of this Statement has been mailed to the corporation.

Signed this 1 Day of March, 2012 at 10:54:28 AM. *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 corporation, and that the facts stated herein are true, as of the date of the electronic filing, in compliance with R.I. Gen. Laws § 7-1.2.*

RICHARD NADEAU JR.
Signature of Registered Agent

Form No. 640
Revised 09/07

