

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 200; and the number of shares entitled to vote thereon was 200

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>
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None

FIFTH: The number of shares voted for such amendment was 200; and the number of shares voted against such amendment was -0-

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)

No change

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)

No change

Dated December 23, 1991

Exchange Street Associates, Corp.

By [Signature]

Its President

and [Signature]

Its Secretary

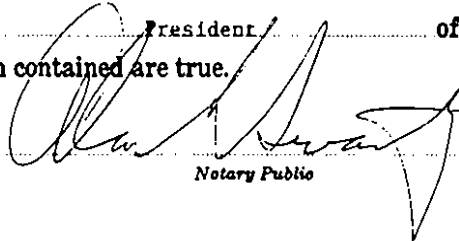
STATE OF RHODE ISLAND

COUNTY OF KENT

} Sc.

At West Warwick in said county on this 23rd day of
December, 1991, personally appeared before me
James Murphy, who, being by me first duly sworn, declared that he is the
President of Exchange Street Associates, Corp.

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


Notary Public

(NOTARIAL SEAL)

Rec'd & Filed DEC 26 1991
JMT 76710

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RECEIVED
GENERAL
DIVISION