

No Filing Fee

ID Number: 147110

**STATEMENT OF CHANGE OF REGISTERED OFFICE  
BY THE REGISTERED AGENT**

Pursuant to the provisions of Sections <sup>7-13-4</sup> ~~7-1-2-502(d)~~ or ~~7-1-2-1409(d)~~ of the General Laws of Rhode Island, 1956, as amended, the undersigned registered agent submits the following statement for the purpose of changing the agent's business address and the address of the registered office of the corporation named herein to another place within the state:

1. The name of the corporation is NORTHUP-WHITE INVESTMENT ASSOCIATES, L.P.
2. The address of the registered office as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:  
10 Weybosset Street, Suite 901 Providence, R.I. 02903
3. The address of the NEW registered office is:  
Kent Office Bldg, 469 Centerville Rd., Suite 206, Warwick, RI 02886
4. The change of address of the registered office shall become effective upon the filing of this statement, or on Upon Filing  
*(a date not prior to, nor more than 30 days after, filing this statement)*
5. A copy of this Statement has been mailed to the corporation.

Date: February 19<sup>th</sup> 2007

KATHERINE A. MEROLLA  
Type or Print Name of Registered Agent

*[Signature]*  
Signature of Registered Agent

**FILED**  
**FEB 16 2007**  
By AKK

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