

**STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH,
OF**

VLDC Tex-Fund I, L.P.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-13-9 of the General Laws, 1956, as
(Insert "7-1.1-12" if a domestic corporation, or "7-1.1-107" if a foreign corporation.)
amended, the undersigned corporation, organized under the laws of the State of
Rhode Island, submits the following statement for the purpose of changing its
registered office or its registered agent, or both, in the State of Rhode Island:

FIRST: The name of the corporation is
VLDC Tex-Fund I, L.P.

SECOND: The address of its present registered office is
30 Exchange Terrace, Providence, RI 02903

THIRD: The address to which its registered office is to be changed is
38 Bellevue Avenue, Newport, RI 02840

FOURTH: The name of its present registered agent is
Steven M. McInnis, Esquire

FIFTH: The name of its successor registered agent is
Steven M. McInnis, Esquire

SIXTH: The address of its registered office and the address of the business office of
its registered agent, as changed, will be identical.

SEVENTH: Such change was authorized by resolution duly adopted by its board of
directors.

Dated 10-28, 1993

VAN LIEW DEVELOPMENT CORP., GENERAL PARTNER

By Jeffere Van Liew
President

STATE OF TEXAS }
COUNTY OF HARRIS } Sc.

At 1350 NASA BLVD, HOUSTON, TX in said county on this 28 day
of October, 1993, personally appeared before me
Jeffere Van Liew, who, being by me first duly sworn, declared that he
is the President of Van Liew Development Corp., General Partner
that he signed the foregoing document as General Partner of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

EX-107

Marylin McConder
Notary Public

DEC 16 1993

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