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Filing fee: \$10.00

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

Charles Street Realty, Inc.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-12 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 Charles Street Realty, Inc.

SECOND: The address of its present registered office is 200 Charles Street,
Providence, RI 02904

THIRD: The address to which its registered office is to be changed is Carroll,
Kelly & Murphy, Suite 200, 155 South Main Street, Prov., RI 02903

FOURTH: The name of its present registered agent is Michael Kelly.

FIFTH: The name of its successor registered agent is Robert E. Hardman, 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 January 15, 1997

PAID
JAN 22 1997
SECY OF STATE

Charles Street Realty, Inc.

By

Michael E. Kelly

Its President

STATE OF

COUNTY OF

} Sc.

At Providence in said county on this 17th day
of January, 1997, personally appeared before me Michael
E. Kelly, who, being by me first duly sworn, declared that he
is the President of Charles Street Realty Inc.
that he signed the foregoing document as President of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

Cheryl A. Kennedy
Notary Public