Filing Fee: $20.00

ID Number: __81419__

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

STATEMENT OF CHANGE OF REGISTERED AGENT
BY THE CORPORATION

Pursuant to the provisions of Sections 7-1.1-12 or 7-1.1-107 of the General Laws, 1956, as amended, the undersigned corporation submits the following statement for the purpose of changing its registered agent and its registered office in the state of Rhode Island:

1. The name of the corporation is ___Broad Street Properties, Inc.___

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

   ___Brown Rudnick Berlack Israels LLP, 121 South Main St., Providence, RI___

3. The address of the NEW registered office is:

   ___Broad Street Properties, 23 Broad Street, Westerly, RI 02891___

4. The name of the registered agent as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:

   ___Jayne M. Donegan___

5. The name of the NEW registered agent is:

   ___John C. Warren___

6. The appointment of a new registered agent and the new registered office, as the case may be, shall become effective upon the filing of this statement, or on ___March 15, 2005___

   (a date not prior to, nor more than 30 days after, filing this statement)

7. The change was authorized by resolution duly adopted by its board of directors. [*Strike if inapplicable pursuant to Section 7-1.1-51(1).*]

Date: ___February 23, 2005___

___Broad Street Properties, Inc.___
Print Corporate Name

By _____

Its President [X] *or* Its Vice President [ ]

John F. Treanor

STATE OF ___RI___
COUNTY OF ___WASHINGTON___

In ___WESTERLY___, on this __23__ day of ___February___, _2005_, personally appeared before me ___John F. Treanor___ who, being by me first duly sworn, declared that he/she is the ___President___ of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

FILED

MAR 08 2005

By _____

_____
Notary Public
My Commission Expires: ___12-31-06___

Form No. 640 Revised: 08/02