

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

AQUIDNECK MANAGEMENT ASSOCIATES, LTD.

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
AQUIDNECK MANAGEMENT ASSOCIATES, LTD.

SECOND: The address of its present registered office is 130 Bellevue Avenue,
Newport, RI 02840

THIRD: The address to which its registered office is to be changed is 15 Westminster
Street, Providence, RI 02903

FOURTH: The name of its present registered agent is Arthur W. Murphy

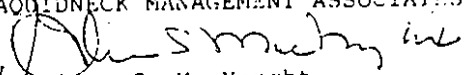
FIFTH: The name of its successor registered agent is Michael R. Goldenberg

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 December 16, 1993

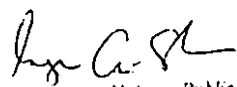
AQUIDNECK MANAGEMENT ASSOCIATES, LTD.

By 
Glenn S. MacNaught
Its President

STATE OF Rhode Island }
COUNTY OF Newport } SC.

At MIDDLETOWN in said county on this 16 day
of December, 1993, personally appeared before me Glenn S.
MacNaught, who, being by me first duly sworn, declared that he
is the President of AQUIDNECK MANAGEMENT ASSOCIATES, LTD.
that he signed the foregoing document as President of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)


Notary Public
Commission Expires 6/25/95