

Filing Fee: \$20.00

ID Number: 101540

## STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State  
Corporations Division  
100 North Main Street  
Providence, Rhode Island 02903-1335

## LIMITED PARTNERSHIP

STATEMENT OF CHANGE OF SPECIFIED OFFICE  
AND/OR REGISTERED

RECEIVED  
SECRETARY OF STATE  
CORPORATIONS DIV.  
APR 15 3 52 PM '99

Pursuant to the provisions of Sections 7-13-4 of the General Laws, 1956, as amended, the undersigned authorizes a change of its specified office and/or its registered agent in the State of Rhode Island as follows:

1. The name of the limited partnership is:

U.S. Restaurant Properties Operating L.P.

2. The address of the specified office at which shall be kept the records required by Section 7-13-5 to be maintained as PRESENTLY shown in the records on file with the Rhode Island Secretary of State is:

170 Westminster Street, Suite 900, Providence, RI 02903

3. The address of the NEW specified office at which shall be kept the records required by Section 7-13-5 to be maintained is:

10 Weybosset Street, Providence, Rhode Island 02903

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

Prattise Hall Corporate System

5. The name of the NEW registered agent for service of process is:

CT Corporation System

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

170 Westminster Street, Suite 900, Providence, RI 02903

7. The NEW address of the registered agent is:

10 Weybosset Street, Providence, Rhode Island 02903

Dated 2-25, 1999

Under penalty of perjury, I declare that the information contained herein is true and correct.

U.S. Restaurant Properties Operating  
(Name of Limited Partnership) LP.

USRP MANAGING, INC.

By Valerie Siverling  
Valerie Siverling (General Partner)  
Assistant Secretary

Form LP-11

Revised 12/97

(R.I. 496 (4-17-98))

FILED

APR 15 1999

By JBH-9

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