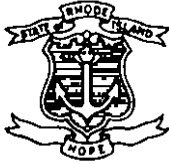


Filing Fee: \$20.00

ID Number: 120358



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 LIABILITY COMPANY

**STATEMENT OF CHANGE OF RESIDENT AGENT
OR ADDRESS OF RESIDENT AGENT, OR BOTH**

Pursuant to the provisions of Section 7-16-11 of the General Laws, 1956, as amended, the undersigned authorizes a change of its resident agent or the address of its resident agent, or both, in the state of Rhode Island as follows:

1. The name of the limited liability company is:

GPT-Winchester Wood, LLC

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

107 Danielson Pike, Scituate, RI 02857

3. The NEW address of the resident agent is:

10 Weybosset Street, Providence, Rhode Island 02903

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

Lexis Document Services Inc.

5. The name of the NEW resident agent is:

CT Corporation System

6. The appointment of a new resident agent or the change of address of the resident agent, or both, as the case may be, shall become effective upon the filing of this statement.

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

Date: February 26, 2003

GPT-Winchester Wood, LLC

Print Name of Limited Liability Company

Signature of Authorized Person

Paul Foremen - Authorized Person

MAR 3 12 54 PM '03

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV

FILED

MAR 03 2003

By APB

314085