

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

Atwells Realty, Corp.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section _____ 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
, 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 Atwells Realty, Corp.

SECOND: The address of its present registered office is
380 Atwells Ave. Providence, RI 02909

THIRD: The address to which its registered office is to be changed is
One Franklin Square, Providence, RI 02903

FOURTH: The name of its present registered agent is
Gerard DiSanto

FIFTH: The name of its successor registered agent is
Gerard DiSanto

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 2/7, 19 94

Gerard DiSanto, President

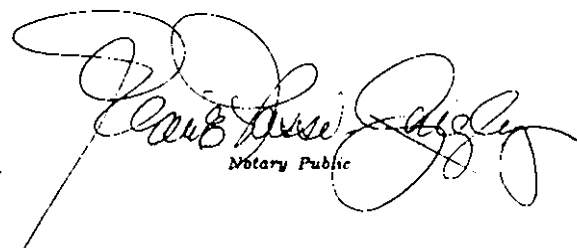
By

Its President

STATE OF Rhode Island }
COUNTY OF Providence } Sc.

At 3:00pm in said county on this 7th day
of February, 19 94, personally appeared before me
Gerard DiSanto, who, being by me first duly sworn, declared that he
is the President of Atwells Realty, Corp.
that he signed the foregoing document as President of the
corporation, and that the statements therein contained are true.

FILED
(NOTARIAL SEAL) FEB 18 1994
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Notary Public