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

ATWELLS EQUITIES L.P.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-107 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~~ ^{limited partnership}, organized under the laws of the State of Delaware
, 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~~ ^{limited partnership}
ATWELLS EQUITIES L.P.

SECOND: The address of its present registered office is
123 Dyer Street, Providence RI 02903

THIRD: The address to which its registered office is to be changed is
One Hospital Trust Plaza, 1420 Hospital Trust Tower, Providence RI 02903

FOURTH: The name of its present registered agent is
CT Corporation System

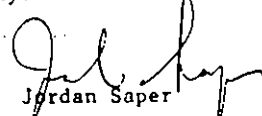
FIFTH: The name of its successor registered agent is
Andrew H. Davis, Jr.

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~~ ^{the} board of
directors of the corporate general partner.

Dated January 11th, 1994

ATWELLS EQUITIES L.P.
By: ATWELLS INVESTMENTS CORP., general partner

By 
Jordan Saper
Its President

STATE OF NEW YORK

COUNTY OF NEW YORK

292 Madison Avenue.

At New York, N.Y. 10017

of January
Jordan Saper

} SC.

in said county on this 11th day

, 1994, personally appeared before me

, who, being by me first duly sworn, declared that he

is the President of Atwells Investments Corp., the general
partner of Atwells Investments Corp., that he signed the foregoing document as President of the
corporation, and that the statements therein contained are true.

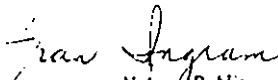
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FILED

FEB 14 1994

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Notary Public

FRAN INGRAM
Notary Public, State of New York
No. 10000000
Qualified in Bronx County
Commission Expires March 1, 1995