

LAW OFFICES OF  
**BRENDAN P. SMITH, P.C.**

67581

January 19, 2000

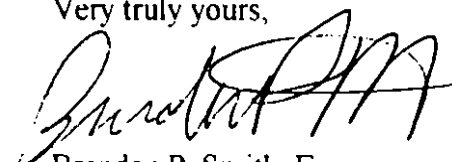
RI Secretary of State  
100 South Main Street  
Providence, Rhode Island 02906

***Re: Withdrawal as Agent for Service of Process ACP Shopping Center Assoc. L.P.***

Ladies and Gentlemen:

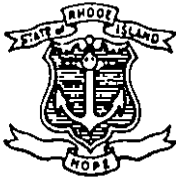
Effective immediately I hereby notify you that I have withdrawn as Agent for Service of Process for ACP SHOPPING CENTER ASSOC. L.P.

Very truly yours,



Brendan P. Smith, Esq.

01/19/2000 17:17



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS  
Office of the Secretary of State  
Corporations Division  
100 North Main Street Providence, Rhode Island 02903-1335  
Telephone (401) 222-3040

January 24, 2000

ACP SHOPPING CENTER  
c/o Anthony C. Paolino  
76 Dorrance Street, Suite 200  
Providence, RI 02903

RE: Corporate ID# 67581  
ACP SHOPPING CENTER

Dear Sir or Madam:

This is to notify you that this office received on January 21, 2000 the resignation of Brendan P. Smith, Esq. as Registered Agent of the above-named limited partnership, a copy of which is enclosed. Section 7-13-4 of the General Laws of the State of Rhode Island states "Each limited partnership shall continuously maintain in this state an agent for service or process on the limited partnership".

Please complete and file with this office the enclosed Change of Registered Agent form as soon as possible.

Thank you for your cooperation.

Sincerely,

A handwritten signature in cursive script that reads "Catherine Caprio Albanese".

Catherine Caprio Albanese  
Administrative Manager

enc.