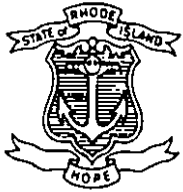


Filing Fee \$50.00

ID Number: 14873



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

BUSINESS CORPORATION

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
(To Be Filed In Duplicate Original)

Pursuant to the provisions of Section 7-1.1-56 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is Kempenaar Real Estates, Inc.
2. The shareholders of the corporation (or, where no shares have been issued, the board of directors of the corporation) on March 20, 2001, in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, adopted the following amendment(s) to the Articles of Incorporation:

[Insert Amendment(s)]

(If additional space is required, please list on separate attachment)

See Exhibit A attached hereto and made a part hereof.

3. The number of shares of the corporation outstanding at the time of such adoption was 880; and the number of shares entitled to vote thereon was None.
4. The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows: (If inapplicable, insert "none.")

Class		Number of Shares	
Common	None		

10. 11. 2001

FILED

MAR 22 2001

By WJG 240954

My Commission Expires 1/23/02

EXHIBIT A

"Third: To buy, sell, deal in, lease, hold, manage or improve real estate, and the fixtures and personal property incidental thereto or connected therewith, and to transact any and all other lawful business for which corporations may be incorporated under the Rhode Island business corporation act, as the same may be amended from time to time hereafter.

Seventh: Any action required or permitted to be taken at a meeting of shareholders may be taken without a meeting if all the shareholders entitled to vote thereon consent thereto in writing. In addition to the foregoing, except as otherwise provided by the Rhode Island Business Corporation Act, any action required or permitted to be taken at a meeting of the shareholders by the Act, the Articles of Incorporation or these by-laws, may be taken without a meeting upon the written consent of less than all the shareholders entitled to vote thereon if the shareholders who so consent would be entitled to cast at least the minimum number of votes which would be required to take such action at a meeting at which all shareholders entitled to vote thereon are present. Prompt notice of such action shall be given to all shareholders who would have been entitled to vote upon the actions if such meeting were held.