

Filing Fee: \$20.00

Corp. I.D. # \_\_\_\_\_

STATEMENT OF CHANGE OF REGISTERED OFFICE  
OR REGISTERED AGENT, OR BOTH,  
OF  
INTERCHANGE REALTY CORP.

To the Secretary of State  
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-12 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 Rhode  
Island, 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 INTERCHANGE REALTY CORP.

SECOND: The address of its present registered office is 42 Weybosset Street,  
Providence, RI 02903.

THIRD: The address to which its registered office is to be changed is 2300 Hospital  
Trust Tower, Providence, RI 02903.

FOURTH: The name of its present registered agent is John H. Hines, Jr.

FIFTH: The name of its successor registered agent is Adler Pollock & Sheehan  
Incorporated.

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: July 14, 1994

INTERCHANGE REALTY CORP.

By Antonio B. Cardl  
Antonio B. Cardl, President

STATE OF RHODE ISLAND }  
COUNTY OF KENT } Sc.

At Warwick, R.I. in said county on this 14 day  
of July, 1994, personally appeared before me Antonio B. Cardl, who, being by me first  
duly sworn, declared that he is the President of Interchange Realty Corp., that he signed  
the foregoing document as President of the corporation, and that the statements therein  
contained are true.

(NOTARIAL SEAL)

**FILED**

JUL 28 1994

BY [Signature]  
186641p

[Signature]  
Notary Public

UNANIMOUS WRITTEN CONSENT  
OF THE DIRECTORS  
OF  
INTERCHANGE REALTY CORP.

The undersigned, being all of the members of the Board of Directors of INTERCHANGE REALTY CORP., a Rhode Island corporation (the "Corporation"), hereby consent to the following actions and adopt the following votes:

VOTED: That the registered agent of the Corporation be, and hereby is, changed from John H. Hines, Jr. to Adler Pollock & Sheehan Incorporated, and that the registered office of the Corporation be, and it hereby is, changed from 42 Weybosset Street, Providence, Rhode Island 02903 to 2300 Hospital Trust Tower, Providence, Rhode Island 02903-2443.

VOTED: That the proper officers of the Corporation be, and each of them acting singly hereby is, authorized and directed to prepare and file with the Rhode Island Secretary of State, a Statement of Change of Registered Office and Agent for the Corporation and to pay the necessary fees in connection with said filing to effectuate the purposes of the foregoing votes.

This writing shall be filed with the records of the meetings of the Board of Directors and shall for all purposes be treated as actions taken and votes adopted at a meeting of the Board of Directors duly called, noticed and held.

  
ANTONIO B. CARDI  
Director

  
STEPHEN A. CARDI  
Director

Dated: July 14<sup>th</sup>, 1994

**FILED**

JUL 28 1994

By \_\_\_\_\_