

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

GARDEN PROPERTY ASSOCIATES, INC.

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
GARDEN PROPERTY ASSOCIATES, INC.

SECOND: The address of its present registered office is
18 Canal Street, P.O. Box 744, Westerly, RI 02891

THIRD: The address to which its registered office is to be changed is
6 Canal Street, P.O. Box 541, Westerly, RI 02891

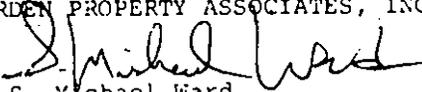
FOURTH: The name of its present registered agent is
George A. Comolli, Esquire

FIFTH: The name of its successor registered agent is
Same

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 August, 1993

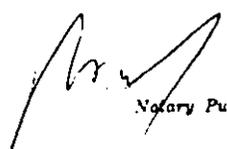
GARDEN PROPERTY ASSOCIATES, INC.
By 
S. Michael Ward
Its President

STATE OF RHODE ISLAND }
COUNTY OF WASHINGTON } Sc.

At Westerly in said county on this _____ day
of _____, 1993, personally appeared before me
S. Michael Ward, who, being by me first duly sworn, declared that he
is the President of GARDEN PROPERTY ASSOCIATES, INC.
that he signed the foregoing document as President of the
corporation, and that the statements therein contained are true.

Rec'd & Filed SEP 07 1993
CC# 104567

(NOTARIAL SEAL)


Notary Public