

2069743

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

Articles of Amendment (General Laws, Chapter 156D; Section 10.06; 950 CMR 113.33)

Exact name of corporation: Centercorp Nobscot, Inc.

Registered office address: c/o Centercorp Retail Properties, 600 Loring Avenue, Salem, Massachusetts 01970
(number, street, city or town, zip code)

These articles of amendment affect article(s): II
(specify the number(s) of article(s) being amended (I-VI))

Adopted and approved on: April 26, 2007 by
(month/day/year)

Check the appropriate box below:

- the incorporators.
- the board of directors without shareholder approval and shareholder approval was not required.
- the board of directors and the shareholders in the manner required by law and the articles of organization.

State the article number and the text of the amendment. If the amendment authorizes an exchange, or effects a reclassification or cancellation, of issued shares, state the provisions for implementing the action unless contained in the text of the amendment.

To be the managing member of Nobscot Center, LLC (hereinafter, the "Property Owner"), who acquires, owns, holds, leases, improves, develops, maintains, operates, holds for investment, sells, manages, finances and otherwise deals in and with the real property located at 770 Water Street and 881 Edgell Road, Framingham, Massachusetts (hereinafter, the "Property") and activities incidental thereto. The purpose of this entity is to manage the Property for the Property Owner as a corporation formed under Chapter 156D of the Massachusetts General Laws.

To change the number of shares and the par value (if any)* of any type, or to designate a class or series, of stock, or change a designation of class or series of stock, which the corporation is authorized to issue, complete the following:

The total presently authorized is:

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE

Change the total authorized to:

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE

The foregoing amendment(s) will become effective when these Articles of Amendment are filed in accordance with General Laws, Chapter 156D, § 1.25 unless these articles specify, in accordance with the vote adopting the amendment a later effective date not more than ninety days after such filing, in which event the amendment will become effective on such later date.

Later effective date: _____

Signed by _____
Andrew B. Rose

(Please check appropriate box)

- Chairman of the Board
- President
- Other Officer
- Court-appointed fiduciary

on this 26th day of April, 2007.

JFJ

COMMONWEALTH OF MASSACHUSETTS

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

Articles of Amendment
(General Laws, Chapter 156D, Section 10.06)

I hereby certify that upon examination of these Articles of Amendment, it appears that the provisions of the General Laws relative thereto have been complied with, and the filing fee in the amount of \$100 having been paid, said articles are deemed to have been filed with me this

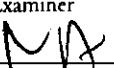
26th day of April 2007 at 2:35 a.m./p.m.
time

Effective date: _____

William Francis Galvin

1017087

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth


Examiner

Name approval

Filing fee: \$275.00 for up to 275,000 shares plus \$100 for each additional 100,000 shares or any fraction thereof.

C

TO BE FILLED IN BY CORPORATION
Contact Information:

M

Andrew Nash

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Boston, Massachusetts 02110

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A copy of this filing will be available on-line at www.sec.state.ma.us/cor once the document is filed.

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