

FURTHER RESOLVED, that the Company be, and it hereby is authorized and directed to obtain any necessary consents from the Company's lenders and lessors for the transfer of assets, and the granting of the mortgages, leases, subleases, and sublicenses referred to in the foregoing resolutions, and the officers of the Company (including without limitation the officers named below) be, and each of them hereby is, authorized and directed on behalf of the Company to execute and deliver on behalf of the Company all such documents in connection with obtaining such consents, including any amendments to apposite loan agreements, mortgages, leases, assignments of leases or other agreements or instruments, and further including any assignments of lease or sublease rents to the consenting parties, the execution and delivery thereof by such officer or officers to be conclusive evidence of such approval and of the authority of such officer or officers to execute and deliver the same on behalf of the Company, and this resolution to supercede the resolutions with respect thereto adopted at the meeting of the Board of Directors held December 28, 1983, and set forth in the minutes thereof; and

FURTHER RESOLVED, that the officers of the Company be, and each of them hereby is, authorized, in the name and on behalf of the Company and under its corporate seal, if required or requested, or otherwise, to execute and deliver all such other agreements, amendments, further assurances, confirmation statements, certificates, documents and other instruments and to take all such further action as any such officer in his sole discretion may approve in order to facilitate the execution or to carry out the terms of the Grossman's Lease, the Transfer and Assumption Agreement, the Lease Assignment, the Tax-Sharing Agreements, the Contract Assignment, the Stock Option Agreement, the Grossman's Guaranty, the South Bayshore Consent, and the Old Stone Assignment Agreement, the Shawmut Consent, the Rental Assignment Agreement and all transactions contemplated thereby and to effect in all other respects the intent of the foregoing resolutions, the execution and delivery thereof or the taking of any such action by such officer or officers to be conclusive evidence of such approval and of the authority of such officer or officers to execute and deliver the same or to take any such action on behalf of the Company.

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