

REGISTERED NON-PROFIT CORPORATION

No Filing Fee

ID Number: 69533

**STATEMENT OF CHANGE OF REGISTERED OFFICE
BY THE REGISTERED AGENT**

Pursuant to the provisions of Sections 7-6-13(d) or 7-6-78(d) of the General Laws, 1956, as amended, the undersigned registered agent submits the following statement for the purpose of changing the agent's business address and the address of the registered office of the corporation named herein to another place within the state:

1. The name of the corporation is AMERICARES FOUNDATION, INC.

2. The address of the registered office as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:

10 Weybosset Street, Providence, Rhode Island 02903

3. The address of the NEW registered office is:

155 South Main Street, Suite 301, Providence, Rhode Island 02903

4. A copy of this Statement has been mailed to the corporation.

Date: 12/2/08

Kenneth J. Uva, Vice President

Print Name of Registered Agent

Kenneth J. Uva

Signature of Registered Agent

FILED

DEC 04 2008

By _____



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

Secretary of State

