REGISTERED BUSINESS CORPORATION

No Filing Fee **ID Number: 23365**

STATEMENT OF CHANGE OF REGISTERED OFFICE BY THE REGISTERED AGENT

Pursuant to the provisions of Sections 7-1.2-502(d) or 7-1.2-1409(d) of the General Laws of Rhode Island, 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 Ritz Camera Centers, 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. The change of address of the registered office shall become effective upon the filing of this statement, or on

   _____
   (a date not prior to, nor more than 30 days after, filing this statement)

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

Date: 12/2/08

Kenneth J. Uva, Vice President

Type or Print Name of Registered Agent

Kenneth J. Uva

Signature of Registered Agent

FILED

DEC 04 2008

By_____