Filing fee: $10.00

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

PERRY'S NURSERIES, 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
PERRY'S NURSERIES, INC.

SECOND: The address of its present registered office is
500 Metacom Avenue, Bristol, Rhode Island 02809

THIRD: The address to which its registered office is to be changed is
2477 East Main Road, Portsmouth, Rhode Island 02871

FOURTH: The name of its present registered agent is
Joseph A. Perry, Jr.

FIFTH: The name of its successor registered agent is
Michael B. Forte, Esquire

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 ~~February~~ September 12, 19 80

PERRY'S NURSERIES INC
By Joseph A. Perry Jr.
Its President

STATE OF Rhode Island
COUNTY OF Newport } Sc.

At Portsmouth in said county on this 12th day of ~~February~~ September, 19 80, personally appeared before me Joseph A. Perry, Jr., who, being by me first duly sworn, declared that he is the President of Perry's Nurseries, Inc. that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

Notary Public

SEP 18 1980

FORM 8 10M 4-75