

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

MEL & ME, LTD.

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 Mel & Me, Ltd.

SECOND: The address of its present registered office is
2300 Hospital Trust Tower, Providence, Rhode Island 02903

THIRD: The address to which its registered office is to be changed is
1100 Turks Head Building, Providence, Rhode Island 02903

FOURTH: The name of its present registered agent is
Adler Pollock & Sheehan Incorporated

FIFTH: The name of its successor registered agent is
Kaplan Perry & Jacobson Inc.

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 *26 August*, 1994

MEL & ME, LTD.

By *Melvin M. Baker*

Its President

STATE OF RHODE ISLAND }
COUNTY OF PROVIDENCE } SC.

At *Providence* in said county on this *26th* day
of *August*, 1994, personally appeared before me
Melvin M. Baker, who, being by me first duly sworn, declared that he
is the *President* of Mel & Me, Ltd.
that he signed the foregoing document as *President* of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

FILED

SEP 2 1994

By *[Signature]*

Charles H. Anthony
Notary Public