

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

M-F ATHLETIC COMPANY, INC.

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.)

ended, the undersigned corporation, organized under the laws of the State of
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
M-F Athletic Company, Inc.

SECOND: The address of its present registered office is 128 Dorrance Street,
Providence, RI 02903

THIRD: The address to which its registered office is to be changed is DeSISTO LAW OFFICES,
58 Weybosset Street, Fourth Floor, Providence, Rhode Island 02903

FOURTH: The name of its present registered agent is
Anthony DeSisto

FIFTH: The name of its successor registered agent is
Anthony DeSisto

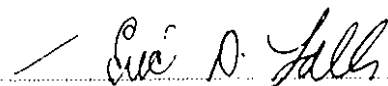
SIXTH: The address of its registered office and the address of the business office of
registered agent, as changed, will be identical.

SEVENTH: Such change was authorized by resolution duly adopted by its board of
directors.

dated 12/30, 1996

PAID

JAN 24 1997
SECY OF STATE



By Eric D. Falk

Its Vice-President

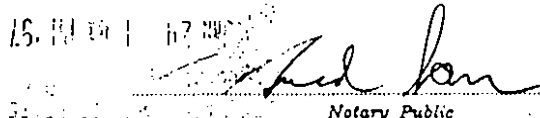
STATE OF RHODE ISLAND

COUNTY OF

} SC.

At Cranston in said county on this 30TH day
DECEMBER, 1996, personally appeared before me
Eric D. Falk, who, being by me first duly sworn, declared that he
Vice-President of M-F Athletic Company, Inc.
he signed the foregoing document as Vice-President of the
corporation, and that the statements therein contained are true.

NOTARIAL SEAL)

15. JAN 1997

Notary Public