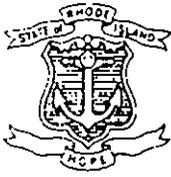


Filing Fee: \$10.00

ID Number: DNP-28909



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

NON-PROFIT CORPORATION

STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH,
BY THE CORPORATION

Pursuant to the provisions of Sections 7-6-13 or 7-6-78 of the General Laws, 1956, as amended, the undersigned corporation submits the following statement for the purpose of changing its registered office or its registered agent or both, in the state of Rhode Island:

1 The name of the corporation is Hodges Lawton Charities

2 The address of the registered office as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:
One Rhodes Place, Cranston, RI 02905

3 The address of the NEW registered office is:
One Rhodes Place, Cranston, RI 02905

4 The name of the registered agent as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:
George Nelson

5 The name of the NEW registered agent is:
Leon C. Knudsen

6 The address of the corporation's registered office and the address of the office of its registered agent, as changed, will be identical.

7 The change was authorized by resolution duly adopted by its board of directors.

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SECRETARY OF STATE
CORPORATIONS DIVISION
JUN 20 12:33 PM '01

Under penalty of perjury, I declare that the information contained herein is true and correct.

Date June 11, 2001

Hodges Lawton Charities

Print Corporate Name

FILED
JUN 20 2001
By [Signature]

By [Signature]
Its President or Its Vice President