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Form No. 9 Revised 6/97

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

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

Pursuant to the provisions of Sections 7-1.1-12 or 7-1.1-107 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:

bot	th, in the State of Rhode Island:
1.	The name of the corporation is: Bagel Barn, 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:
	607 Hospital Trust Building, Providence, RI 02903
3.	The address of the NEW registered office is:
	294 Valley Road, Middletown, RI 02842
4.	The name of the registered agent as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:
	Stephen P. Nugent, Esquire
5.	The name of the NEW registered agent is:
•	Joseph R. Palumbo, Jr., Esquire
6.	The change of address of the registered office, or the appointment of a new registered agent, or both, as the case may be, shall become effective upon the filing of this statement, or on (a date not more than 30 days after fling this statement)
7.	The change was authorized by resolution duly adopted by its board of directors.
	PAID Bagel Barn, Inc.
	OCT 1 7 1997 By B
	TATE OF RHODE ISLAND DUNTY OF NEWPORT
me is	In Middlerown, on this 16th day of October, 1997, personally appeared before who, being by me first duly sworn, declared that he/she the Vice President of said corporation and that he/she signed the foregoing document as of the corporation, and that the statements therein contained are true.
	Notary Public KRISTEN N. PATLINGS My Commission Expires: Dedriver 25 2000