

Filing Fee: \$20.00

Corp. I.D. # 1817

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

B.S. International, 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
B.S. International, Ltd.

SECOND: The address of its present registered office is.....
500 Turks Head Building, Providence, RI 02903

THIRD: The address to which its registered office is to be changed is.....
10 Dorrance Street, Providence, RI 02903

FOURTH: The name of its present registered agent is
Bruce A. Wolpert

FIFTH: The name of its successor registered agent is.....
Bruce A. Wolpert

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 11/19, 1996

PAID

NOV 27 1996

SECY OF STATE

B.S. International, Ltd.

By Bruce A. Wolpert
Its Agent President

STATE OF Rhode Island

COUNTY OF Providence

At Providence in said county on this 19th day
of November, 1996, personally appeared before me
Bruce A. Wolpert, who, being by me first duly sworn, declared that he
is the Agent of B.S. International, Ltd.
that he signed the foregoing document as Agent of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

Angela M. McRobbie
Notary Public