No Filing Fee

ID Number 24519

BUSINESS CORPORATION

STATEMENT OF CHANGE OF REGISTERED OFFICE BY THE REGISTERED AGENT

Pursuant to the provisions of Sections 7-1.1-12(d) or 7-1.1-107(d) of the General Laws, 1956, as amended, the undersigned registered agent submits the following statement for the purpose of changing the agent's business address and the address of the registered office of the corporation named herein to another place within the state:

1. The name of the corporation is

   FSC AGENCY, 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:

   170 Westminster Street
   Suite 900
   Providence, RI 02903

3. The address of the NEW registered office is:

   222 Jefferson Boulevard
   Suite 200
   Warwick, RI 02888

4. The change of address of the registered office shall become effective upon the filing of this statement, or on _____.
   (a date not prior to, nor more than 30 days after, filing this statement)

5. A copy of this Statement has been mailed to the corporation.

Dated: June 14, 2004.

CORPORATION SERVICE COMPANY

John H. Pelletier

John H. Pelletier
Assistant Vice President

RECEIVED AND FILED

JUN 14 2004

BY ME#59