

Filing Fee: \$20.00

Corp. I.D. # 9020

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

SCARBOROUGH FAIRE, INC.

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 SCARBOROUGH FAIRE, INC.

SECOND: The address of its present registered office is ONE PARK ROW
PROVIDENCE, RI 02903-1258

THIRD: The address to which its registered office is to be changed is
321 SOUTH MAIN ST, PROVIDENCE, RI 02903

FOURTH: The name of its present registered agent is RICHARD A. LIGHT

FIFTH: The name of its successor registered agent is JONATHAN N. SAVAGE

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 3/1, 1996

AUG 29 1996
DO NOTEL
REC'D - STATE

Kenneth Bruce
By KENNETH BRUCE

Its President

STATE OF Rhode Island }
COUNTY OF Providence } Sc.

At Citizens Bank East Avenue Branch in said county on this 27th day
of August, 1996, personally appeared before me
Kenneth Bruce, who, being by me first duly sworn, declared that he
is the President of Scarborough Faire, Inc.
that he signed the foregoing document as President of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

J. M. DeMarco
Notary Public