

TILLINGHAST LIGHT & SEMONOFF

ATTORNEYS AT LAW PROVIDENCE BOSTON FORT LAUDERDALE

July 31, 1996

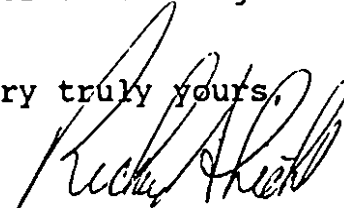
Office of the Secretary of State
of Rhode Island
100 North Main Street
Providence, RI 02903

9026

Dear Sir or Madam:

Pursuant to Section 7-6-13(c) of the Rhode Island General Laws, I hereby resign as registered agent of Scarborough Faire, Inc. effective immediately.

Very truly yours,


Richard A. Licht
Registered Agent

RAL:ees

Aug 1 5 30 PM '96



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

James R. Langevin, Secretary of State

August 5, 1996

SCARBOROUGH FAIRE, INC.
Kenneth G. Bruce
46 Crestwood
Cranston, RI 02920

RE: Corporate ID# 9020
SCARBOROUGH FAIRE, INC?

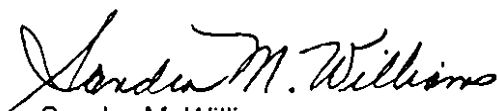
Dear Sir or Madam:

This is to notify you that this office received on August 1, 1996 the resignation of Richard A. Licht as Registered Agent of the above-named corporation, a copy of which is enclosed. Sections 7-1.1-12, 7-1.1-107, 7-6-13 and 7-6-78 of the General Laws of the State of Rhode Island state that "the appointment of the agent shall terminate upon the expiration of thirty (30) days after receipt of the notice by the secretary of state."

Pursuant to the provisions set forth in Sections 7-1.1-11, 7-1.1-106, 7-6-12 and 7-6-77 of the General Laws of the State of Rhode Island, "each corporation shall have and continuously maintain in this state" a registered agent. In order to ensure that your authority to conduct business will remain intact, please complete and file with this office the enclosed Change of Registered Agent form as soon as possible.

Additionally, our records indicate that the above-mentioned corporation is currently under Revocation Notice for failure to file its 1996 annual report. Please file the enclosed 1996 report along with the Change of Agent form.

Thank you for your cooperation.
Sincerely,



Sandra M. Williams
Director of Corporations

100 North Main Street
Providence
Rhode Island
02903-1335

Corporations/UCC:
401-277-3040
Fax: 401-277-1309

Elections:
401-277-2340
Fax: 401-277-1444

First Stop Business
Information Center:
401-277-4400

Notary/Trademarks:
401-277-1487

<http://www.state.ri.us>

enc.