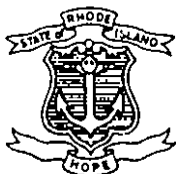


Filing Fee: \$20.00

ID Number: 42201



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

LIMITED LIABILITY COMPANY

RECEIVED
OFFICE OF THE SECRETARY OF STATE
NOV 5 12 04 PM '03

STATEMENT OF CHANGE OF RESIDENT AGENT

Pursuant to the provisions of Section 7-16-11 of the General Laws, 1956, as amended, the undersigned authorizes a change of its resident agent and the address of its resident agent in the state of Rhode Island as follows:

1. The name of the limited liability company is:

Quaker Real Estate Enterprises, LLC

2. The address of the resident agent as PRESENTLY shown in the records on file with the Rhode Island Secretary of State is:

20 Centerville Rd., Warwick, R. I. 02886

3. The NEW address of the resident agent is:

509 Quaker Lane, P. O. Box 230, W. Warwick, R. I. 02893

4. The name of the resident agent as PRESENTLY shown in the records on file with the Rhode Island Secretary of State is:

Francis X. Flaherty, Esq.

5. The name of the NEW resident agent is:

Marc Charren

6. The appointment of a new resident agent and the change of address of the resident agent, as the case may be, shall become effective upon the filing of this statement.

Under penalty of perjury, I declare that the information contained herein is true and correct.

Date: 11/3/03

Quaker Real Estate Enterprises, LLC
Print Name of Limited Liability Company

Marc Charren
Signature of Authorized Person

FILED

NOV 05 2003

By M11202 GAJ