

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

F. MARZOCCHI REALTY, 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

F. MARZOCCHI REALTY, INC.

SECOND: The address of its present registered office is

5 George Street, Pawtucket, RI

THIRD: The address to which its registered office is to be changed is

222 Richmond Street, Suite 307, Providence, RI 02903

FOURTH: The name of its present registered agent is

Fred Marzocchi

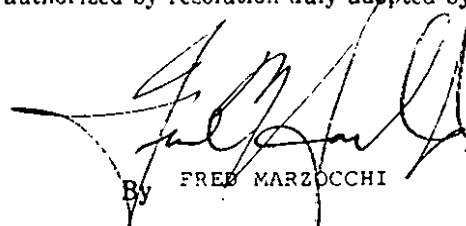
FIFTH: The name of its successor registered agent is

Vincent A. DeCesare, Esq.

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 July , 1989

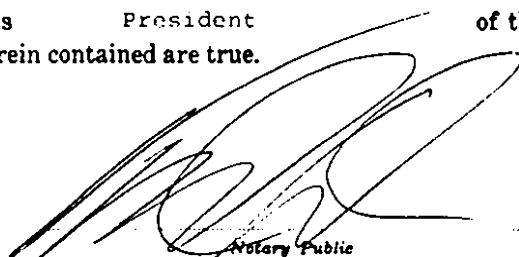
  
By FRED MARZOCCHI

Its President

STATE OF RHODE ISLAND }  
COUNTY OF PROVIDENCE } SC.

At Providence, in said county on this day  
of July , 1989, personally appeared before me  
Fred Marzocchi, who, being by me first duly sworn, declared that he  
is the President of F. Marzocchi Realty, Inc.  
that he signed the foregoing document as President of the  
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

  
Notary Public

RECEIVED  
SECRETARY OF STATE  
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