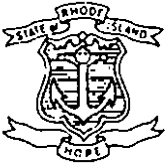


Filing Fee: \$20.00

ID Number: 147622



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

LIMITED LIABILITY COMPANY

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:

M & A Restaurant Properties, LLC

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

716 Central Avenue, Pawtucket, RI 02861

3. The NEW address of the resident agent is:

700 Armistice Boulevard, Pawtucket, RI 02861

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

Joseph A. Lamagna

5. The name of the NEW resident agent is:

Manny F. Maciel

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: 09/29/2006

M & A Restaurant Properties, LLC

Print Name of Limited Liability Company

Manny Maciel
Signature of Authorized Person

67 25 17 23 CBS 202

FILED

OCT 19 2006

By MAN 10-5265

67 25 17 23 CBS 202

09/29/2006
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