Filing Fee: $20.00 *ID Number: 422*

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT, OR BOTH, BY THE CORPORATION

Pursuant to the provision of Section 7-1.1-12 or 7-1.1-107 of the General Laws, 1956, as amended, the undersigned corporation submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of Rhode Island:

1. The name of the corporation is: ***ADLER BROTHERS, INC.***

2. The address of the registered office as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is: ***One Old Stone Square, 5th Floor, Providence, Rhode Island 02903.***

3. The address of the new registered office is: ***One Providence Washington Plaza, 5th Floor, Providence, Rhode Island 02903.***

4. The name of the registered agent as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is: ***GARY YESSER.***

5. The name of the new registered agent is: ***JOHN A. GLASSON.***

6. The change of address of the registered office, or the appointment of a new registered agent, or both, as the case may be, shall become effective upon the filing of this statement, or on:

   ____
   (a date not more than 30 days after filing this statement)

7. The change was authorized by resolution duly adopted by its board of directors.

ADLER BROTHERS, INC.

PAID
MAR 2 0 1998
YLB 260225
SEC. OF STATE

By: *Harry L. Adler*
Its President

Form No. 9
Revised 6/97

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Providence, on this 9th day of March, 1998, personally appeared before me ***Harry L. Adler***, who, being by me first duly sworn, declared that he/she is the President of said corporation and that he/she signed the foregoing document as President of the corporation, and that the statements therein contained are true.

Kimberlee J. Sullivan
Notary Public
My Commission Expires: 3/22/2002

Form No. 9
Revised 6/97