

Filing fee: \$10.00

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

Adler Brothers, 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 Adler Brothers, Inc.

SECOND: The address of its present registered office is
615 Hospital Trust Building, Providence, Rhode Island 02903

THIRD: The address to which its registered office is to be changed is
116 Orange Street, Providence, Rhode Island 02903


FOURTH: The name of its present registered agent is
Harold H. Winsten, Esq.

FIFTH: The name of its successor registered agent is
Gary Yesser, 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 1/11, 1990

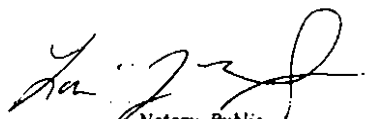
X 
By Harry L. Adler

Its President

STATE OF Rhode Island }
COUNTY OF Providence } Sc.

At Providence in said county on this 11th day
of January, 1990, personally appeared before me
Harry L. Adler, who, being by me first duly sworn, declared that he
is the President of Adler Brothers, Inc.
that he signed the foregoing document as President of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)


Notary Public