

Filing Fee: \$20.00

Corporate I.D. 90528

STATEMENT OF CHANGE OF REGISTERED OFFICE  
OR REGISTERED AGENT, OR BOTH  
OF  
PROVIDENCE PICTURES, INC.

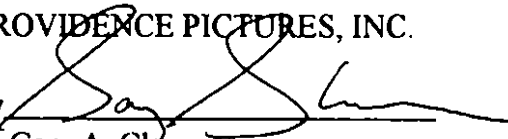
*To The Secretary of State of the State of Rhode Island:*

Pursuant to the provisions of Section 7-1.1-12 of the General Laws, 1956, as 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 PROVIDENCE PICTURES, INC.
- SECOND: The address of its present registered office is Tillinghast Licht & Semonoff,  
One Park Row, Providence, RI 02903.
- THIRD: The address to which its registered office is to be changed is  
One Park Row, Suite 300, Providence, RI 02903.
- FOURTH: The name of its present registered agent is Carl I. Freedman.
- FIFTH: The name of its successor registered agent is Carl I. Freedman.
- 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: 1/14 ~~PAID~~ 1998

PROVIDENCE PICTURES, INC.

By:   
Gary A. Glassman  
Its: President

JAN 20 1998

SECY OF STATE

STATE OF RHODE ISLAND  
COUNTY OF PROVIDENCE Sc.

At Providence, in said county on this 14<sup>th</sup> day of January, 1998 personally appeared before me Gary A. Glassman, duly sworn, declared that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

  
Notary Public

Form 9

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Carl I. Freedman  
my commission  
expires 8/10/01