

Filing Fee: \$20.00

Corp. I.D. # 842a

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

..... Rhody Rug, 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 Rhody Rug, Inc.

SECOND: The address of its present registered office is 12 Tally Ho Road
Cumberland, RI 02864

THIRD: The address to which its registered office is to be changed is
260 West Exchange Street, Suite 305-2, Providence, Rhode Island 02903

FOURTH: The name of its present registered agent is Luis R. Agreia

FIFTH: The name of its successor registered agent is
Daniel Stone, 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 JANUARY 31, 19.97

PAID

MAR 10 1997
110 18441
SECY OF STATE

..... Rhody Rug, Inc.
By 
Its President

STATE OF RHODE ISLAND

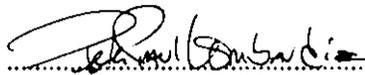
} Sc.

COUNTY OF PROVIDENCE

At Pawtucket in said county on this 31st day
of JANUARY, 19.97, personally appeared before me
Luis R. Agreia, who, being by me first duly sworn, declared that he
is the President of Rhody Rug, Inc.
that he signed the foregoing document as President of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV.
MAR 10 12 00 AM '97


Notary Public
My Commission expires on 10-13-97