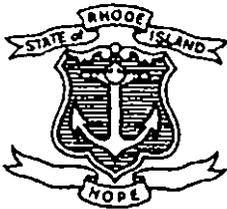


Filing Fee: \$20.00

ID Number: 93331



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 provisions 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: LAW OFFICES OF DIANE MESSERE MAGEE, 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:
30 Exchange Commerce Center, Providence, RI 02901-1117
3. The address of the NEW registered office is:
225 East Avenue, Pawtucket, RI 02860
4. The name of the registered agent as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:
Debra DiFiore Sheridan
5. The name of the NEW registered agent is:
Debra DiFiore Sheridan
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.

PAID
OCT 03 2000
SECY OF STATE
219 735

LAW OFFICES OF DIANE MESSERE MAGEE, INC.

(Name of Corporation)

By [Signature]
Its President or Its Vice President

STATE OF Rhode Island
COUNTY OF Providence

In Providence, on this 2nd day of October, 192000, personally appeared before me DIANE MESSERE MAGEE who, being by me first duly sworn, declared that she is the President of said corporation and that she signed the foregoing document as President of the corporation, and that the statements therein contained are true.

Debra Sheridan

Notary Public
My Commission Expires: 8/21/01