

20-00
~~No Fee~~

Corp. I.D. # 04-1123420

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

Shaw's Supermarkets, Inc.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-107 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 Mass
, 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 Shaw's Supermarkets, Inc.

SECOND: The address of its present registered office is

1500 Fleet Center, Providence, RI 02903

THIRD: The address to which its registered office is to be changed is
c/o The Prentice-Hall Corporation System, Inc.
Suite 900, 170 Westminster Street, Providence, Rhode Island 02903.

FOURTH: The name of its present registered agent is

Matthew T. Macerllo, III

FIFTH: The name of its successor registered agent is

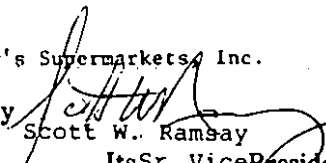
The Prentice-Hall Corporation System, Inc.

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 July 15, 19 91

Shaw's Supermarkets, Inc.

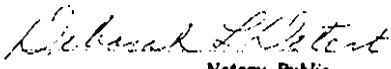
By 
Scott W. Ramsay
Its Sr. Vice President

Rec'd & Filed JUL 29 1991
AMT 63543

STATE OF Massachusetts }
COUNTY OF Plymouth } SC.

At E. Bridgewater in said county on this 15th day
of July, 19 91, personally appeared before me
Scott W. Ramsay, who, being by me first duly sworn, declared that he
is the Sr. Vice President of Shaw's Supermarkets, Inc.
that he signed the foregoing document as Sr. Vice President of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)


Notary Public

DEBORAH L. DETERT, Notary Public
My Commission Expires Oct. 15, 1993