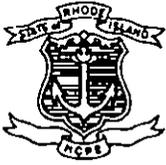


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ID Number: DNP-46736



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

NON-PROFIT CORPORATION

**STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH,
BY THE CORPORATION**

Pursuant to the provisions of Sections 7-6-13 or 7-6-78 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 Constructive Management Foundation
2. The address of the registered office as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:
1500 Fleet Center, Providence, RI 02903
3. The address of the NEW registered office is:
10 Weybosset Street, Providence, Rhode Island 02903
4. The name of the registered agent as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:
Richard G. Small
5. The name of the NEW registered agent is:
C T Corporation System
6. The address of the corporation's registered office and the address of the office of its registered agent, as changed, will be identical.
7. The change was authorized by resolution duly adopted by its board of directors.

Under penalty of perjury, I declare that the information contained herein is true and correct.

Date: 8/2/00

Constructive Management Foundation
Print Corporate Name

By *Paul Fargo*
Its President or Its Vice President
PAUL FARGO, PRESIDENT

00. WY HS 11 1 250
RECEIVED
STATE OF RHODE ISLAND
CORPORATIONS DIVISION

FILED
SEP 1 2000
BY *Paul Fargo* #9
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