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

Nigrelli's Jewelry & Sons, Inc.

16738

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 Nigrelli's Jewelry & Sons, Inc.

SECOND: The address of its present registered office is 27 High Street,
Westerly, Rhode Island 02891

THIRD: The address to which its registered office is to be changed is
53 High Street, Westerly, Rhode Island 02891

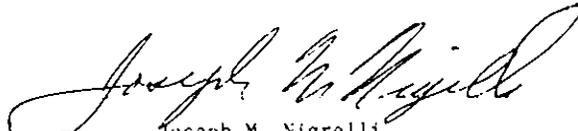
FOURTH: The name of its present registered agent is
Joseph M. Nigrelli

FIFTH: The name of its successor registered agent is Victor J. Orsinger, II

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 April 8, 1986


By Joseph M. Nigrelli

Its President

STATE OF RHODE ISLAND }
COUNTY OF WASHINGTON } Sc.

At Westerly in said county on this 8th day
of April, 1986, personally appeared before me Joseph M.
Nigrelli, who, being by me first duly sworn, declared that he
is the of Nigrelli's Jewelry & Sons, Inc
that he signed the foregoing document as President of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)


Notary Public

APR 10 1986
