Filing Fee: $20.00

Corp. I.D. # ~~05-047545~~ 72139

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

The Corporate Cafe, 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 ...The Corporate Cafe, Inc....................

SECOND: The address of its present registered office is...300.Plaza.Center,............
68 Cumberland Street, Woonsocket, RI   02895

THIRD: The address to which its registered office is to be changed is..Eleven............
.Thurber Boulevard, Smithfield, RI 02917-1859.......................

FOURTH: The name of its present registered agent is ....Charles S. Sokoloff...........

FIFTH: The name of its successor registered agent is...Charles S. Sokoloff.......

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....Dec 9..............., 19..96.

PAID

DEC 1 1 1996

SEC'Y OF STATE

The Corporate Cafe, Inc...........

By.............................

Its ....President

STATE OF Rhode Island

COUNTY OF Providence   } Sc.

At....Providence....................in said county on this ....9L.............day
of.......December..................., 19.96 personally appeared before me ....
...Brian DaLuz..................., who, being by me first duly sworn, declared that he
is the .....President....................of ..The Corporate Cafe, Inc.
that he signed the foregoing document as ....President....................of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

....
Notary Public

Joseph R. Miller
Notary Public
My Commission Expires June 29, 1997

FORM 9