



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 Sections 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: CAPTAIN FRANCES, 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: 133 Old Tower Hill Road, Wakefield, RI 02879
3. The address of the NEW registered office is: 133 Old Tower Hill Road, Wakefield, RI 02879
4. The name of the registered agent as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is: James V. Aukerman
5. The name of the NEW registered agent is: John F. Kenyon
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.

CAPTAIN FRANCES, INC.

(Name of Corporation)

By Francis W. Blount, Jr.
Its President [X] or Its Vice President []

FRANCIS W. BLOUNT, JR.

STATE OF RHODE ISLAND
COUNTY OF WASHINGTON

In Kingston, on this 25th day of February, 2004, personally appeared before me Francis W. Blount who, being by me first duly sworn, declared that he/she is the President of said corporation and that he/she signed the foregoing document as President of the corporation, and that the statements therein contained are true.

FILED

FEB 26 2004

Notary Public

My Commission Expires: 6/20/05

JUNE GRANT

By M. 21704 GAB