

BUSINESS CORPORATION

**STATEMENT OF CHANGE OF REGISTERED OFFICE
BY THE REGISTERED AGENT**

Pursuant to the provisions of Sections 7-1.1-12(d) or 7-1.1-107(d) of the General Laws, 1956, as amended, the undersigned registered agent submits the following statement for the purpose of changing the agent's business address and the address of the registered office of the corporation named herein to another place within the state:

1. The name of the corporation is

LIFETOUCH Portrait Studios 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:

170 Westminster Street
Suite 900
Providence, RI 02903

3. The address of the NEW registered office is:

222 Jefferson Boulevard
Suite 200
Warwick, RI 02888

4. The change of address of the registered office shall become effective upon the filing of this statement, or on _____.

(a date not prior to, nor more than 30 days after, filing this statement)

5. A copy of this Statement has been mailed to the corporation.

Dated: June 14, 2004.

THE PRENTICE-HALL CORPORATION SYSTEM, INC.

John H. Pelletier

John H. Pelletier
Assistant Vice President

FILED
JUN 14 2004

[Signature]