

Filing fee: \$10.00

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

LIFETOUCH Portrait Studios 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
Minnesota, 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 LIFETOUCH Portrait Studios Inc.

SECOND: The address of its present registered office is 111 Westminster Street,
Providence, Rhode Island 02903

THIRD: The address to which its registered office is to be changed is
Suite 3-A, 101 Dyer Street, Providence, Rhode Island 02903

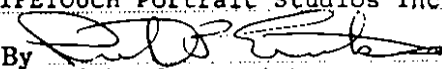
FOURTH: The name of its present registered agent is
C T Corporation System

FIFTH: The name of its successor registered agent is
The Prentice-Hall Corporation System, Inc.

SIXTH: The address of its registered office and the address of the business office of
its registered agent, as changed, will be identical.

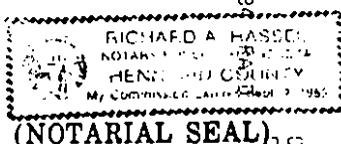
SEVENTH: Such change was authorized by resolution duly adopted by its board of
directors.

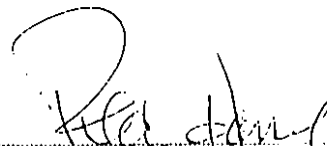
Dated August 8, 1984

LIFETOUCH Portrait Studios Inc.
By 
Richard P. Erickson
Its Chief Executive Officer

STATE OF Minnesota }
COUNTY OF HENNEPIN } Sc.

At _____ in said county on this 8 day
of August, 1984, personally appeared before me
Richard P. Erickson, who, being by me first duly sworn, declared that he
is the Chief Executive Officer of LIFETOUCH Portrait Studios Inc.
that he signed the foregoing document as Chief Executive Officer of the
corporation, and that the statements therein contained are true.




Notary Public

AUG 30 1984