

NOTARIAL \$20.00

Corp. I.D. # 15031

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

Sugar 'N Spice, 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
Sugar 'N Spice, Inc.

SECOND: The address of its present registered office is
35 Long Wharf Mall, Newport, RI 02840

THIRD: The address to which its registered office is to be changed is
112 Bellevue Avenue, Newport, RI 02840

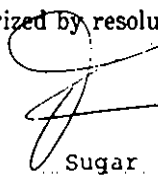
FOURTH: The name of its present registered agent is
Donato Andre D'Andrea

FIFTH: The name of its successor registered agent is
Laurent L. Rousseau

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 March 13, 19 97



Sugar 'N Spice, Inc.

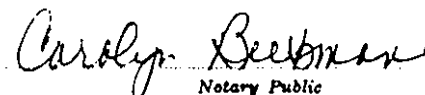
PAID

By Paul A. Demessianos
Its President

APR 17 1997
KID 182469
SECY OF STATE
STATE OF Rhode Island } Sc.
COUNTY OF Newport

At Middletown in said county on this 13th day
of March, 19 97, personally appeared before me Paul A.
Demessianos, who, being by me first duly sworn, declared that he
is the President of Sugar 'N Spice, Inc.
that he signed the foregoing document as President of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)



Notary Public