

Fee \$20.00

Corp. I.D. # 0042042

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

Media Pro International, Ltd.

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 *Media Pro International, Ltd.*

SECOND: The address of its present registered office is *122 Tauro Street,
Newport, RI*

THIRD: The address to which its registered office is to be changed is
226 Bellevue Avenue, Ste. 12, Newport, RI 02840

FOURTH: The name of its present registered agent is *TURTER SCOTT*

FIFTH: The name of its successor registered agent is *Barbara Lyon MacGowan*

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 *January 1, 1992*

By *Barbara Lyon MacGowan*
its President

STATE OF *Rhode Island* }
COUNTY OF *Newport* } SC.

At *Newport* in said county on this *27th* day
of *February*, 19*92*, personally appeared before me *Barbara*
Lyon MacGowan, who, being by me first duly sworn, declared that he
is the *President* of *Media Pro International*
that he signed the foregoing document as *President* of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

Anabeth S. Murphy
Notary Public *Anabeth S. Murphy*

MY COMMISSION EXPIRES *8/3/93*

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