

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

French Realty Co., 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 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 French Realty Co., Inc.

SECOND: The address of its present registered office is 6 Main St. North Kingstown, R.I., 02852

THIRD: The address to which its registered office is to be changed is SAME AS ABOVE

FOURTH: The name of its present registered agent is Federica R. French

FIFTH: The name of its successor registered agent is Laura C. French

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

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

Dated July 28, 1997

PAID JUL 31 1997 SECY OF STATE

Federica R. French By Laura C. French Its President

Power of Attorney- see Attachment

STATE OF Rhode Island } Sc. COUNTY OF Washington

At North Kingstown, Rhode Island in said county on this 29th day of July, 1997, personally appeared before me LAURA C. FRENCH, who, being by me first duly sworn, declared that she is the TREASURER of FRENCH REALTY Co. INC. that she signed the foregoing document as with power of attorney FOR THE PRESIDENT of the corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

Marilyn A. Ladd Notary Public

MARILYN A. LADD Notary Public My Commission Expires 6-23-2001

#### POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that I, FEDERICA R. FRENCH, of the Town of North Kingstown, State of Rhode Island, do hereby appoint my daughter, LAURA C. FRENCH, of the Town of South Kingstown, County of Washington, State of Rhode Island, my true and lawful attorney for me and in my name, place and stead, with the following powers and with all powers necessary or incident thereto:

1. To exercise or perform any act, power, duty, right or obligation whatsoever that I now have, or may hereafter acquire the legal right, power or capacity to exercise or perform, in connection with, arising from or relating to any person, item, transaction, thing, business property, real or personal, tangible or intangible, or matter whatsoever;

2. To deposit moneys in checking or savings accounts; to withdraw funds from checking and savings accounts; to sign checks in my name; to sign and endorse notes, to endorse checks for deposit; to have access to and control of, with right to use and remove, contents of my safe deposit box;

3. To request, ask, demand, sue for, recover, collect, receive, and hold and possess all such sums of money, debts, commercial paper, checks, drafts, accounts, deposits, legacies, bequests, devises, notes, interests, stock certificates, bonds, dividends, certificates of deposit, annuities, pension and retirement benefits, insurance benefits and proceeds, any and all documents of title, choses in action, personal and real property, intangible and tangible property and property rights and demands whatsoever, liquidated or unliquidated, as now are, or shall hereafter become, owned by, or due, owing, payable, or belonging to me or in which I have or may hereafter acquire interest, to have, use, and take all lawful means and equitable and legal remedies, procedures, and writs in my name for the collection and recovery thereof, and to adjust, sell, compromise, and agree for the same, and to make, execute, and deliver for me, on my behalf, and in my name, all endorsements, acquittances, releases, receipts, or other sufficient discharges for the same;

4. To lease; purchase, sell, exchange, and acquire, and to agree, bargain, and contract for the lease, purchase, exchange and acquisition of, and to accept, take, receive, and possess any real or personal property whatsoever, tangible or intangible, or interest thereon, on such terms and conditions, and under such covenants, as said attorney in fact shall deem proper.

5. To maintain, repair, improve, manage, insure, rent, lease, sell, convey, subject to liens, mortgage, subject to deeds of trust, and hypothecate, and in any way or manner deal with all or any part of any real or personal property whatsoever, tangible or intangible, or any interest therein, that I now own or may hereafter acquire, for me, in my behalf, and in my name and under such terms and conditions, and under such covenants, as said attorney in fact shall deem proper;

6. To conduct, engage in, and transact any and all lawful business of whatever nature or kind for me, including but not limited to, arranging medical care, hospital care and transportation for medical purposes if appropriate, on my behalf, on my behalf, and in my name;

7. To make, receive, sign, endorse, execute, acknowledge, deliver, and possess such applications, contracts, agreements, options, covenants, conveyances, deeds, trust deeds, security agreements, bills of sale, leases, mortgages, assignments, insurance policies, bills of lading, warehouse receipts, documents of title, bills, bonds, debentures, checks, drafts, bills of exchange, letters of credit, notes, stock certificates, proxies, warrants, commercial paper, receipts, withdrawal receipts and deposit instruments relating to accounts or deposits in, or certificates of deposit of, banks, savings and loan or other institutions or associations, proofs of loss, evidences of debts, releases, and satisfaction of mortgages, liens, judgments, security agreements and other debts and obligations and such other instruments in writing of whatever kind and nature as may be necessary or proper in the exercise of the rights and powers herein granted;

8. To prepare, execute and file income and other tax returns and other governmental reports, applications, requests and documents;

9. To authorize medical and surgical procedures on my behalf, to arrange for long term and short term hospitalization and/or other in-patient care, and to arrange for transportation for medical purposes;

10. I grant to said attorney in fact full power and authority to do, take, and perform all and every act and thing whatsoever requisite, proper, or necessary to be done, in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as I might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that said attorney in fact, or substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted;

11. This power of attorney shall not be affected by the incompetency of the donor.

12. This instrument is to be construed and interpreted as a general power of attorney. The enumeration of specific items, rights, acts, or powers herein is not intended to, nor does it limit or restrict, and is not to be construed or interpreted as limiting or restricting, the general powers herein granted to said attorney in fact.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 30th day of July, 1992.

*Federica R. French*  
Federica R. French

STATE OF RHODE ISLAND  
COUNTY OF WASHINGTON

In North Kingstown on the 30th day of July, 1992, before me personally appeared Federica R. French to me known and known by me to be the party executing the foregoing instrument, and she acknowledged said instrument by her executed, to be her free act and deed.

Richard B. Carpenter  
Notary Public

My commission expires 1-23-93