

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

TRAVEL ODYSSEY, 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
TRAVEL ODYSSEY, INC.

SECOND: The address of its present registered office is
THE LINCOLN MAU. ROUTE 116, LINCOLN, RI 02865

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

FOURTH: The name of its present registered agent is
MANUEL CABRAL JR

FIFTH: The name of its successor registered agent is
MICHAEL M. CABRAL

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 17 JAN, 1995

By TRAVEL ODYSSEY, INC.
Michael M. Cabral
Its President

STATE OF RI
COUNTY OF Providence } Sc.

At Lincoln in said county on this 17 day
of January, 1995, personally appeared before me
Michael M. Cabral, who, being by me first duly sworn, declared that he
is the President of Travel Odyssey, Inc.
that he signed the foregoing document as President of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

FILED

JAN 19 1995

By _____