FMR 0 1999

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

OF

BERT GALLERY, 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 BERT GALLERY, INC.
SECOND: The address of its present registered office is 265 Atwells Avenue, Providence, R.1. 02963
THIRD: The address to which its registered office is to be changed is Suite 102,
1246 Chalkstone Avenue, Providence, R.I. 02908
FOURTH: The name of its present registered agent is N/A
FIFTH: The name of its successor registered agent is N/A
its registered agent, as changed, will be identical.  SEVENTH: Such change was authorized by resolution duly adopted by its board of directors.  Dated February 13 , 1986  BERT GALLERY, INC.  By June Candle President
STATE OF RHODE ISLAND Sc.
At PROVIDENCE in said county on this 3rd day of MARCH, 198°, personally appeared before me HUGO, who, being by me first duly sworn, declared that he is the PRESIDENT of BERT GREERY, INC. that he signed the foregoing document as PRESIDENT of the corporation, and that the statements therein contained are true.
(NOTARIAL SEAL)  Notari Public