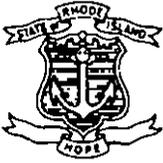


Filing Fee: \$20.00

ID Number: 143143



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

BUSINESS CORPORATION

**STATEMENT OF CHANGE OF REGISTERED AGENT
BY THE CORPORATION**

2006 OCT 13 AM 11:05
CORPORATIONS DIVISION
STATE OF RHODE ISLAND

Pursuant to the provisions of Sections 7-1.2-502 or 7-1.2-1409 of the General Laws of Rhode Island, 1956, as amended; the undersigned corporation submits the following statement for the purpose of changing its registered agent and its registered office in the state of Rhode Island:

- The name of the corporation is Burlington Coat Factory Direct Corporation
- The address of the registered office as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:
60 NEWPORT AVENUE EAST PROVIDENCE, RI 02916
- The address of the NEW registered office is:
10 Weybosset Street, Providence, Rhode Island 02903
- The name of the registered agent as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:
ANDY RICARD
- The name of the NEW registered agent is:
C T Corporation System
- The appointment of a new registered agent and the new registered office, as the case may be, shall become effective upon the filing of this statement, or on _____
(a date not prior to, nor more than 30 days after, filing this statement)

Under penalty of perjury, I declare and affirm that I have examined this Statement of Change of Registered Agent by the Corporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 10/06/2006

Samantha Jones
Signature of Authorized Officer of the Corporation

Samantha Jones, Vice President
Type or Print Name of Authorized Officer

FILED
OCT 13 2006
By [Signature]
015-4139