

Filing Fee: \$20.00

Corp. I.D. # 83045

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

CFS Partners, 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 CFS Partners, Inc.

SECOND: The address of its present registered office is
c/o Peabody & Brown, One Citizens Plaza, Providence, RI 02903

THIRD: The address to which its registered office is to be changed is to stay the
same: c/o Peabody & Brown, One Citizens Plaza, Providence, RI 02903

FOURTH: The name of its present registered agent is
Daniel J. Sullivan, Esq.

FIFTH: The name of its successor registered agent is
Fred A. Kelly, Jr.

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 10/22, 1996

By Jeffrey Saletin

Its President

STATE OF }
COUNTY OF PROVIDENCE } SC.

At Providence in said county on this 22nd day
of October, 1996, personally appeared before me
Jeffrey Saletin, who, being by me first duly sworn, declared that he
is the President of CFS Partners, Inc.
that he signed the foregoing document as President of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

FILED

OCT 31 1996

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Notary Public