

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

ASSOCIATED IMPORTS, 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 Associated Imports, Inc.

SECOND: The address of its present registered office is Winograd, Shine & Zacks  
123 Dyer St., Providence, RI 02903

THIRD: The address to which its registered office is to be changed is 92 Laurel  
Avenue, Providence, RI 02906

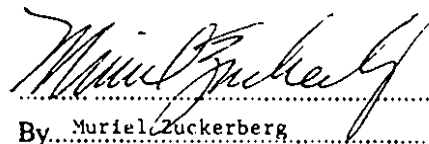
FOURTH: The name of its present registered agent is Tobias Lederberg

FIFTH: The name of its successor registered agent is Tobias Lederberg

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 10/9, 1998

  
By Muriel Zuckerberg

Its President

PAID

OCT 19 1998

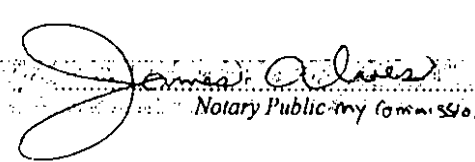
STATE OF MASSACHUSETTS

COUNTY OF BRISTOL

At Rehoboth MASSACHUSETTS in said county on this 9th

of October, 1998, personally appeared before me  
MURIEL ZUCKERBERG, who, being by me first duly sworn, declared that she  
is the PRESIDENT of ASSOCIATED IMPORTS, INC.  
that she signed the foregoing document as PRESIDENT of the  
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

  
Notary Public my Commission Expires 8/30/02