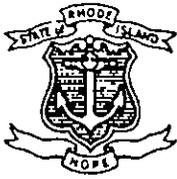


Filing Fee: \$20.00

ID Number: 39950



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

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CORPORATIONS DIV.
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STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH,
BY THE CORPORATION

Pursuant to the provisions of Sections 7-1.1-12 or 7-1.1-107 of the General Laws, 1956, as amended, the undersigned corporation submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of Rhode Island:

- 1. The name of the corporation is: ARTL Enterprises, Inc.
2. The address of the registered office as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is: PO Box 1437, Providence, RI 02901
3. The address of the NEW registered office is: 135 Atwood Avenue, Cranston, RI 02920
4. The name of the registered agent as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is: Bennett R. Gallo, Esquire
5. The name of the NEW registered agent is: Peter B. Rizzo, Esquire
6. The change of address of the registered office, or the appointment of a new registered agent, or both, as the case may be, shall become effective upon the filing of this statement, or on upon filing (a date not more than 30 days after filing this statement)
7. The change was authorized by resolution duly adopted by its board of directors.

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APR 03 1998
SECRETARY OF STATE

ARTL ENTERPRISES, INC.
(Name of Corporation)
By Arthur LaFazia
Its President [X] or Its Vice President []

STATE OF Rhode Island
COUNTY OF Providence

In Cranston, on this 20th day of March, 1998, personally appeared before me Arthur LaFazia who, being by me first duly sworn, declared that he/she is the President of said corporation and that he/she signed the foregoing document as President of the corporation, and that the statements therein contained are true.

Notary Public JULIE TEIXEIRA
My Commission Expires: 1-27-01