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Filing Fee \$10.00

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

GAIL FRANCES, 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 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 GAIL FRANCES, INC.

SECOND: The address of its present registered office is 51 Tower Hill Road, Wakefield, Rhode Island 02879

THIRD: The address to which its registered office is to be changed is 133 Old Tower Hill Road, Wakefield, RI 02879

FOURTH: The name of its present registered agent is James V. Aukerman

FIFTH: The name of its successor registered agent is Same

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 January 26, 1988

GAIL FRANCES, INC.

By Francis W. Blount, Jr. Its President

STATE OF Rhode Island } COUNTY OF Washington } Sc.

At Smith Kington in said county on this 26th day of January, 1988, personally appeared before me Francis W. Blount, Jr., who, being by me first duly sworn, declared that he is the President of GAIL FRANCES, INC. that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

JUNE GRANT Notary Public, State of Rhode Island Commission Expires June 30, 1991

June Grant Notary Public

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