

Filing fee \$10.00

45253

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

STAR DEPARTMENT STORE, 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 Star Department Store, Inc.

SECOND: The address of its present registered office is 255 Main Street,
Pawtucket, Rhode Island

THIRD: The address to which its registered office is to be changed is
24 Salt Pond Road, Suite D-5, Wakefield, Rhode Island 02879

FOURTH: The name of its present registered agent is George F. Treanor

FIFTH: The name of its successor registered agent is
Joseph A. Priestley, 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 May 5, 1986

Star Department Store, Inc.

By James E. Ernst
James E. Ernst
Its President

STATE OF RHODE ISLAND }
COUNTY OF WASHINGTON } SC.

At New Shoreham, in said county on this 5th day
of May, 1986, personally appeared before me James E.
Ernst, who, being by me first duly sworn, declared that he
is the President of Star Department Store, Inc.
that he signed the foregoing document as President of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

Joseph A. Priestley, Jr.
Notary Public
My Commission Expires: 6/30/86