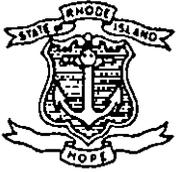


Filing Fee: \$20.00

ID Number: 16646



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

BUSINESS CORPORATION

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 Nicholas, 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: One Park Row, Providence, RI 02903
3. The address of the NEW registered office is: 122 Touro Street, Newport, RI 02840
4. The name of the registered agent as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is: Bruce R. Ruttenberg
5. The name of the NEW registered agent is: Turner C. Scott
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 (a date not prior to, nor more than 30 days after, filing this statement)
7. The change was authorized by resolution duly adopted by its board of directors.

Date: June 2, 2000

Nicholas, Inc.

Print Corporate Name

By

[Signature]

John M. Shufelt, Its President [X] or Its Vice President []

PAID JUN 08 2000 SECY OF STATE

STATE OF RHODE ISLAND
COUNTY OF NEWPORT

In Newport, on this 2nd day of June, 2000, personally appeared before me John M. Shufelt who, being by me first duly sworn, declared that he is the President of the corporation and that he signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.