

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

SUNSHINE EARLY CHILD CARE CENTER, 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 SUNSHINE EARLY CHILD CARE CENTER, INC.

SECOND: The address of its present registered office is 260 West Exchange St., Suite 304, Providence, RI 02903

THIRD: The address to which its registered office is to be changed is
72 Batcheller Ave., Cranston, RI 02920

FOURTH: The name of its present registered agent is John J. Vallone, Jr.

FIFTH: The name of its successor registered agent is Same - John J. Vallone, 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 April 29, 1997

SUNSHINE EARLY CHILD CARE CENTER, INC.

PAID

MAY 09 1997

SECY OF STATE

By

Kim F. Maine
KIM F. MAINE

Its President

STATE OF

} SC.

COUNTY OF

At Providence in said county on this 8th day
of May, 1997, personally appeared before me Kim F. Maine
Kim F. Maine, who, being by me first duly sworn, declared that ~~he~~ she
is the President of SUNSHINE EARLY CHILD CARE CENTER, INC.
that ~~he~~ ^{she} signed the foregoing document as President of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

Elizabeth A. Hogan
Notary Public
My commission expires
July 3, 1997