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AMT
Corp. ID. # 0018283

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

Phoenix-Times Publishing Company

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section _____ 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 _____
, 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
Phoenix-Times Publishing Company

SECOND: The address of its present registered office is
15 Westminster Street, Providence, RI 02903

THIRD: The address to which its registered office is to be changed is
1 Bradford Street, Bristol, RI 02809

FOURTH: The name of its present registered agent is
Robert S. Davis

FIFTH: The name of its successor registered agent is
Roswell S. Bosworth, 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.

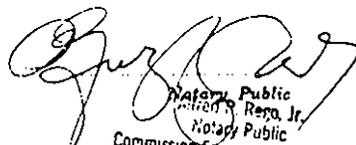
Dated December 18, 1989

Phoenix-Times Publishing Company
By Roswell S. Bosworth, Jr.
Roswell S. Bosworth, Jr.
Its President

STATE OF Rhode Island }
COUNTY OF Bristol } Sc.

At Bristol, in said county on this 18 day
of December, 1989, personally appeared before me
Roswell S. Bosworth, Jr., who, being by me first duly sworn, declared that he
is the President of Phoenix-Times Publishing Company
that he signed the foregoing document as President of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)


Notary Public
Commission Expires June 30, 1991