

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

Encore Development Corporation

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
Encore Development Corporation

SECOND: The address of its present registered office is
1700 Cranston Street, Cranston, Rhode Island 02920

THIRD: The address to which its registered office is to be changed is
The Phenix Building, 145 Phenix Avenue, Cranston, Rhode Island 02920

FOURTH: The name of its present registered agent is
R. Raymond Greco, Esquire

FIFTH: The name of its successor registered agent is
same as above

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 10/16/89, 1989

Encore Development Corporation

By Shirley M. Chandler
Its President

STATE OF RI }
COUNTY OF PROVIDENCE } SC.

At Lincoln RI in said county on this 16th day
of October, 1989, personally appeared before me
Shirley M. Chandler, who, being by me first duly sworn, declared that he
is the President of Encore Development Corporation
that he signed the foregoing document as President of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

Ernest O. Rabideau, Jr.
Notary Public