

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

PREMIER VALUE MERCHANDISING 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 PREMIER VALUE MERCHANDISING INC.

SECOND: The address of its present registered office is
300 CHARLES STREET, PROVIDENCE, R.I. 02904

THIRD: The address to which its registered office is to be changed is
p.o. box 8877, CRANSTON, R.I. 02920 71 Glen Ridge Road
Cranston, R.I. 02920

FOURTH: The name of its present registered agent is
LAMBERT S. CHENG

FIFTH: The name of its successor registered agent is
LAMBERT S. CHENG

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 Nov. 24, 1992, 19

PREMIER VALUE MERCHANDISING INC.

By LAMBERT S. CHENG

Its President

DEC 18 1992

STATE OF

R.I.

COUNTY OF KENT

} Sc.

At MY OFFICE in said county on this Nov. 27 day
of Nov. , 19 92 personally appeared before me
LAMBERT S. CHENG, who, being by me first duly sworn, declared that he
is the PRESIDENT of PREMIER VALUE MERCHANDISING INC
that he signed the foregoing document as PRESIDENT of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

Harry S. Friedman
Notary Public

JUSTICE OF THE PEACE