

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

Valley Brook Partners, Inc.

To the Secretary of State  
of the State of Rhode Island

Pursuant to the provisions of Section.....7-1.1-1.2.....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 Valley Brook Partners, Inc.

SECOND: The address of its present registered office is 300 Plaza Center,  
68 Cumberland Street, Woonsocket, RI 02895

THIRD: The address to which its registered office is to be changed is Eleven  
Thurber Boulevard, Smithfield, RI 02917-1859

FOURTH: The name of its present registered agent is Charles S. Sokoloff

FIFTH: The name of its successor registered agent is Charles S. Sokoloff

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 20, 1996

**PAID**  
**NOV 21 1996**  
**UP 107487**  
**SECY OF STATE**

Valley Brook Partners, Inc.  
By [Signature]  
Its President

STATE OF Rhode Island } Sc.  
COUNTY OF Kent

At Warwick, Rhode Island in said county on this 20th day  
of November, 1996 personally appeared before me .....  
Robert A. Cioe, who, being by me first duly sworn, declared that he  
is the President of Valley Brook Partners, Inc.  
that he signed the foregoing document as President of the  
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

My commission expires  
10/29/00

Linda M. Grueb  
Notary Public