INSTRUCTIONS FOR FILING

1. Prior to submitting the statement for filing, it is recommended that you call the Corporations Division at (401) 222-3040 to verify that the information required in items 2 and 4 of the preceding form currently appears in the corporate records of the Secretary of State. If the information is inconsistent with the records of this office, the statement will be returned.

2. It is required by law to provide a street address in item 3 of the preceding form in order to provide the public with notice of a physical location at which process, notice or demand required or permitted by law may be served on the registered agent. A statement submitted with a post office box address only will not be accepted for filing.

3. The effective date of the statement shall be the date of filing with the Secretary of State or upon such later date not more than thirty (30) days after such filing, as may be set forth in item 6 of the statement.

4. The statement must be signed on behalf of the corporation by its president or vice president. The president's or vice president's signature must be notarized.

5. The fee for filing the Statement of Change of Registered Agent by the Corporation is $20.00, and payment should be made payable to the Rhode Island Secretary of State.

NOTE: If a registered agent changes the agent's business address to another place within the state, the agent may change the address and the address of the registered office of any corporation of which the agent is a registered agent by completing the statement below instead of the preceding form, and submitting same for filing, without fee. Again, it is recommended that you call the Corporations Division prior to submitting the statement to verify that the information required in item 2 below currently appears in the corporate records of the Secretary of State. As required by law, you must provide a street address in item 3 below.

No Filing Fee

ID Number: 70768

STATEMENT OF CHANGE OF REGISTERED OFFICE BY THE REGISTERED AGENT

Pursuant to the provisions of Sections 7-1.1-12(d) or 7-1.1-107(d) of the General Laws, 1956, as amended, the undersigned registered agent submits the following statement for the purpose of changing the agent's business address and the address of the registered office of the corporation named herein to another place within the state:

1. The name of the corporation is KBS HEALTH & FITNESS INC.

2. The address of the registered office as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:
14 GLENDALE AVE TIVERTON RI.

3. The address of the NEW registered office is:
16 PECKHAM LANE TIVERTON RI.

4. The change of address of the registered office shall become effective upon the filing of this statement, or on _____
(a date not prior to, nor more than 30 days after, filing this statement)

5. A copy of this Statement has been mailed to the corporation.

RECEIVED APR 24 '02 10:57 AM

Date: 4/20/02

BRIAN DUPERE
Print Name of Registered Agent

Signature of Registered Agent

FILED
MAY 22 2002
By