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R-7566
CR-2346

\$20.00

Corp. I.D.# 61269

**STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH,
OF
THOMAS COOK, INC.**

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-12 (d) and/or 7-1.1-107(d) of the General Laws, 1956, as amended, the undersigned corporation, organized under the laws of the State of Delaware, submits the following statement for the purpose of changing the registered office in the State of Rhode Island of the corporation hereinafter named in Article FIRST.

FIRST: The name of the corporation is THOMAS COOK, INC.

SECOND: The address of its present registered office is 101 Dyer Street, Suite 3-A, Providence, Rhode Island 02903.

THIRD: The address to which its registered office is to be changed is 170 Westminster Street, Providence, Rhode Island 02903.

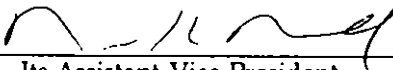
FOURTH: The name of its present registered agent is The Prentice-Hall Corporation System, Inc.

FIFTH: The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.

SIXTH: A copy of this change has been mailed to the corporation.

Dated February 10, 1992.

THE PRENTICE-HALL CORPORATION SYSTEM, INC.

By 
Its Assistant Vice-President

STATE OF)
COUNTY OF) Sc.
)

At _____ in said county on this _____ day of _____, personally appeared before me _____, who, being by me first duly sworn, declared that he is the _____ of _____ that he signed the foregoing document as _____ of the corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

Notary Public

FORM 9

PAID

APR 06 1992

SECY OF STATE