

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

Carriage House Day Care Ltd.

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
R.I., 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 Carriage House Day Care Ltd.

SECOND: The address of its present registered office is
824 Hospital Trust Bldg., Prov., R.I.

THIRD: The address to which its registered office is to be changed is
156 Shaw Ave., Cranston, R.I. 02905

FOURTH: The name of its present registered agent is
Peter K. Rosedale, Esq.

FIFTH: The name of its successor registered agent is
Edward A. McGrath

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 Feb. 18, 1988

Marion R. McGrath

By

Its President

STATE OF

COUNTY OF

} Sc.

At Providence R.I. in said county on this 18th day
of February, 1988 personally appeared before me
Marion R. McGrath, who, being by me first duly sworn, declared that he
is the President of Carriage House Day Care
that he signed the foregoing document as President of the
corporation, and that the statements therein contained are true.

FEB 22 1988

FEB 19 1988

(NOTARIAL SEAL)

Maie R. Indurca
Notary Public