

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

Advertising Ventures, 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 Advertising Ventures, Inc.

SECOND: The address of its present registered office is 371 Broad Street, Providence,
Rhode Island 02907

THIRD: The address to which its registered office is to be changed is The Old
Harbor District, 39 Pike Street, Providence, Rhode Island 02903

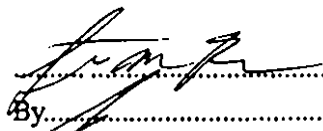
FOURTH: The name of its present registered agent is M. George Carvalho

FIFTH: The name of its successor registered agent is M. George Carvalho

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 May 3, 1996

By 
Its President

STATE OF Rhode Island

COUNTY OF Providence

} Sc.

At Providence, Rhode Island in said county on this 3rd day
of May, 1996, personally appeared before me Stephen
M. Rosa, who, being by me first duly sworn, declared that he
is the President of Advertising Ventures, Inc.
that he signed the foregoing document as President of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

FILED

MAY 14 1996

By

Notary Public