

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

Chuckles Associates, 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
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 Chuckles Associates, Ltd.

SECOND: The address of its present registered office is
1025 Fleet National Bank Building, Providence, Rhode Island 02903

THIRD: The address to which its registered office is to be changed is
55 Dorrance Street, Providence, Rhode Island 02903

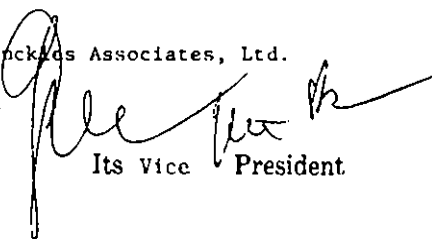
FOURTH: The name of its present registered agent is
Girard R. Visconti, Esquire

FIFTH: The name of its successor registered agent is
Girard R. Visconti, Esquire

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 December, 1992

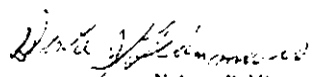
Chuckles Associates, Ltd.
By 
Its Vice President

STATE OF RHODE ISLAND }
COUNTY OF PROVIDENCE } SC.

At Providence, in said county on this _____ day
of December, 1992, personally appeared before me
Girard R. Visconti, who, being by me first duly sworn, declared that he
is the Vice President of Chuckles Associates, Ltd.
that he signed the foregoing document as Vice President of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

Rec'd & Filed DEC 03 1992


Notary Public
My Commission Expires: 6/07/93