

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

Baker's Pharmacy of Jamestown, Inc.

C2

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
Baker's Pharmacy of Jamestown, Inc.

SECOND: The address of its present registered office is
19 Narragansett Ave. Jamestown, R.I. 02835

THIRD: The address to which its registered office is to be changed is
53 Narragansett Ave., Jamestown, R.I. 02835

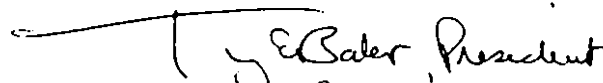
FOURTH: The name of its present registered agent is
Timothy E. Baker, President

FIFTH: The name of its successor registered agent is
Same: Timothy E. Baker

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 January 19, 1990


By Timothy E. Baker
Its President

STATE OF Rhode Island

COUNTY OF Newport

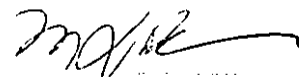
} SC. Jamestown

At Jamestown

in said county on this 19th day

of Timothy E. Baker, 1990, personally appeared before me
Timothy E. Baker, who, being by me first duly sworn, declared that he
is the President of Baker's Pharmacy of Jamestown, Inc.
that he signed the foregoing document as President of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)


Michael L. Baker, Notary Public
Notary Public
6-11

JAN 26 1990