

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

BREEZY KNOLL CHILD CARE CENTER, 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 Breezy Knoll Child Care Center, Inc.

SECOND: The address of its present registered office is Stillwater Road,
Smithfield, RI 02917

THIRD: The address to which its registered office is to be changed is HEFFERNAN &
GILSON, 155 Westminster Street, Suite 1200, Providence, RI 02903

FOURTH: The name of its present registered agent is Jane M. Yeoman

FIFTH: The name of its successor registered agent is William M. Heffernan

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 February 5, 1991

BREEZY KNOLL CHILD CARE CENTER, INC.

By *Jane M. Yeoman*
Jane M. Yeoman

Its President

STATE OF RHODE ISLAND }
COUNTY OF PROVIDENCE } SC.

At *Smithfield, R.I.* in said county on this *10th* day
of *February*, 1992, personally appeared before me *Jane M.*
Yeoman, who, being by me first duly sworn, declared that ~~he~~ she
is the President of Breezy Knoll Child Care Center, Inc.
that ~~he~~ she signed the foregoing document as President of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

M. Eileen Murray
Notary Public
Notary Public

FEB 18 1992
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