

Filing Fee: \$20.00

Corp. I.D. # 38079

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

Lily Pads Properties, 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 Lily Pads Properties, Inc.

SECOND: The address of its present registered office is 1632 Kingstown Road
South Kingstown, RI

THIRD: The address to which its registered office is to be changed is.....
146 Oakwoods Drive, Peace Dale RI 02879

FOURTH: The name of its present registered agent is M. Robert O'Neill

FIFTH: The name of its successor registered agent is M. Robert O'Neill

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 June 17, 1997.

Lily Pads Properties, Inc.,

PAID
OCT 27 1997
10018791
SECY OF STATE

By [Signature]
M. Robert O'Neill
Its President

STATE OF RHODE ISLAND

COUNTY OF NEWPORT

} Sc.

At JAMESTOWN in said county on this 17th day

of June 1997, personally appeared before me

M. Robert O'Neill who, being by me first duly sworn, declared that he

is the President of Lily Pads Properties, Inc.

that he signed the foregoing document as President of the

corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

[Signature]
Notary Public

My commission expires: 9/9/97
Eric F. Archer
Notary Public