

**STATEMENT OF CHANGE OF REGISTERED OFFICE
BY THE REGISTERED AGENT**

Pursuant to the provisions of Sections 7-1.1-12(d) or 7-1.1-107(d) of the General Laws, 1956, as amended, the undersigned registered agent submits the following statement for the purpose of changing the agent's business address and the address of the registered office of the corporation named herein to another place within the state:

1. The name of the corporation is NCD Developers Inc
2. The address of the registered office as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:
45 Sandra Ct. Bristol RI 02809 (PO Box 378)
3. The address of the NEW registered office is:
41 Sandra Ct. Bristol RI 02809 (PO Box 378)
4. The change of address of the registered office shall become effective upon the filing of this statement, or on March 3, 2005
(a date not prior to, nor more than 30 days after, filing this statement)
5. A copy of this Statement has been mailed to the corporation.

Date: March 3, 2005

Michael J. Fonseca
Print Name of Registered Agent

[Signature]
Signature of Registered Agent

FILED
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By COM