

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

Designs International, Inc.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section _____ 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 Designs International, Inc.

SECOND: The address of its present registered office is 387 Charles Street,
Providence, Rhode Island

THIRD: The address to which its registered office is to be changed is
400 Reservoir Avenue, Suite 3C, Providence, Rhode Island 02907

FOURTH: The name of its present registered agent is Robert C. Corio

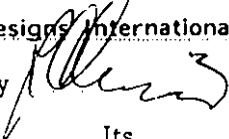
FIFTH: The name of its successor registered agent is
Paul L. DiCristofaro, Esq.

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 April 19, 1992

Designs International, Inc.

By 
Its President

STATE OF Rhode Island }
COUNTY OF Providence } Sc.

At Providence in said county on this 21st day
of April, 1992, personally appeared before me
Robert C. Corio, who, being by me first duly sworn, declared that he
is the President of Designs International, Inc.
that he signed the foregoing document as President of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL & FILED)

APR 28 1992
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Notary Public
LORI J. SANZI
Notary Public of Rhode Island
My Commission Expires July 30, 1993