

Filing Fee: \$20.00

Corp. I.D. #

39185

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

Barr & Barr, Inc.

RECEIVED

APR 26 1996

BARR & BARR INC.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-107 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
New York, 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
Barr & Barr, Inc.

SECOND: The address of its present registered office is
170 Westminster Street, Providence, RI 02903

THIRD: The address to which its registered office is to be changed is
123 Dyer Street, Providence, R.I. 02903

FOURTH: The name of its present registered agent is
US Corporation Company

FIFTH: The name of its successor registered agent is
C T CORPORATION SYSTEM

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 29, 1996

Donald M. Barr
By Donald M. Barr

Its President

STATE OF New York }
COUNTY OF New York } SC.

At New York in said county on this 29th day
of April, 1996, personally appeared before me
Donald M. Barr, who, being by me first duly sworn, declared that he
is the President of Barr & Barr, Inc.
that he signed the foregoing document as President of the
corporation, and that the statements therein contained are true.

Notary Public, State of New York
No. 30-4700235
Qualified in Nassau County
Certificate filed in New York County
Commission Expires July 30, 1996

FILED

(NOTARIAL SEAL)

MAY 3 1996

Victoria J. Barr
Notary Public

(R.I. - 2131 - 11/17/94)