

Filing Fee: \$20.00

Corporate I.D. 10276

STATEMENT OF CHANGE OF REGISTERED OFFICE  
OR REGISTERED AGENT, OR BOTH  
OF  
MERCHANTS OVERSEAS, 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 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 MERCHANTS OVERSEAS, INC.
- SECOND: The address of its present registered office is Licht & Semonoff, One Park Row, Providence, RI 02903.
- THIRD: The address to which its registered office is to be changed is One Park Row, Suite 300, Providence, RI 02903.
- FOURTH: The name of its present registered agent is Carl I. Freedman.
- FIFTH: The name of its successor registered agent is Carl I. Freedman.
- 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: 1/26, 1998

MERCHANTS OVERSEAS, INC.

By [Signature]  
Stanley Wachtenheim  
Its: President

PAID  
FEB 09 1998  
X10 118 265  
SECY OF STATE

STATE OF RHODE ISLAND  
COUNTY OF Providence Co.

At Providence in said county on this 26 day of January, 1998, personally appeared before me Stanley Wachtenheim, duly sworn, declared that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

[Signature]  
Notary Public

COMMISSION EXPIRES 6/25/01