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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

FILED

NON-PROFIT CORPORATION JAN 29 2007

By [Signature] 17460

STATEMENT OF CHANGE OF REGISTERED AGENT BY THE CORPORATION

2007 JAN 29 11:18:50
SECRETARY OF STATE
CORPORATIONS DIVISION

Pursuant to the provisions of Sections 7-6-13 or 7-6-78 of the General Laws, 1956, as amended, the undersigned corporation submits the following statement for the purpose of changing its registered agent and its registered office in the state of Rhode Island:

- 1. The name of the corporation is BUILD-A-BEAR WORKSHOP FOUNDATION, 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: 10 Weybossett Street, Providence, RI 02903
3. The address of the NEW registered office is: 222 Jefferson Boulevard, Suite 200, Warwick, RI 02888
4. The name of the registered agent as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is: CT Corporation System
5. The name of the NEW registered agent is: Corporation Service Company
6. The address of the corporation's registered office and the address of the office of its registered agent, as changed, will be identical.
7. The change was authorized by resolution duly adopted by its board of directors.

Under penalty of perjury, I declare that the information contained herein is true and correct.

Date: January 23, 2007

BUILD-A-BEAR WORKSHOP FOUNDATION, INC.

Print Corporate Name

By [Signature]
Its President [] or Its Vice President [X]

Maureen Cullen

STATE OF MISSOURI)
COUNTY OF ST. LOUIS)

POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT [Tina Klocke], the [Treasurer] of [Build-A-Bear Workshop, Inc.] ("the Company"), a [Corporation] established under the laws of [Delaware], and of the subsidiary entities shown on the list appended hereto, does hereby appoint Maureen Cullen and Elizabeth A. Dawson attorneys-in-fact for the Company and for the subsidiary entities, to act for the Company and for the subsidiary entities and in the name of the Company and of the subsidiary entities for the limited purposes authorized herein.

The Company and the subsidiary entities having taken all necessary steps to authorize the changes and the establishment of this Power of Attorney, hereby grants its attorneys-in-fact the power to execute the documents necessary to change the Company's and the subsidiary entities' registered agent and registered office, or the agent and office of similar import, in any jurisdiction.

In the execution of any documents necessary for the purposes set forth herein, Maureen Cullen shall exercise the power of Vice President and Elizabeth A. Dawson shall exercise the power of Secretary, or, in the case of entities having managers or other positions of authority rather than officers such as Vice President or Secretary, the named individuals shall act in such office and with such authority as is required to effect the changes herein contemplated.

This Power of Attorney expires upon the completion and filing of the documents necessary to effect the changes in registered agent and registered office addresses contemplated herein, or when revoked by [Tina Klocke], which ever shall occur first.

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 4 day of January, 2007.

[BUILD-A-BEAR WORKSHOP, INC.]

BY:

Tina Klocke
[Tina Klocke]
[Treasurer]

Subscribed and sworn to before me this 4 day of January, 2007.

MICHELLE MATTENSON
Notary Public - Notary Seal
STATE OF MISSOURI
St. Louis County
My Commission Expires: Nov.5, 2008
Commission # 04541105

Michelle Mattenson
Notary Public

<u>Company</u>	<u>Domestic Jurisdiction</u>	<u>FEI #</u>
Build-A-Bear Workshop, Inc.	DE	43-1883836
Build-A-Bear Retail Management, Inc.	DE	20-0294783
Build-A-Bear Workshop Franchise Holdings, Inc.	DE	16-1639535