

~~NOTARIAL~~
\$20.00

Corp. ID # 0004896

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

Smith Street Donuts, 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
(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 Smith Street Donuts, Inc.

SECOND: The address of its present registered office is 251 Smith Street,
Providence, Rhode Island 02908

THIRD: The address to which its registered office is to be changed is 128 Dorrance
Street, Providence, Rhode Island 02903

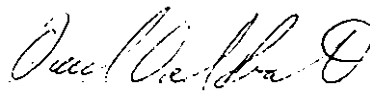
FOURTH: The name of its present registered agent is Daniel B. DelPrete

FIFTH: The name of its successor registered agent is Wayne M. Kezirian, Esq.
Gache & Kezirian

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 February 18, 1994



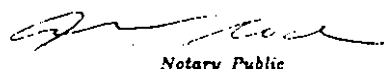
By Daniel B. DelPrete
Its President

STATE OF Rhode Island }
COUNTY OF Providence } Sc.

At Providence in said county on this 18th day
of February, 1994, personally appeared before me Daniel B.
DelPrete, who, being by me first duly sworn, declared that he
is the President of Smith Street Donuts, Inc.
that he signed the foregoing document as President of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

FILED
APR 6 1994
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Notary Public