

Filing Fee: \$20.00

Corp. I.D. #

82307

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

CRITERION HOLDINGS, 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 Criterion Holdings, Inc.

SECOND: The address of its present registered office is 1500 Fleet Center, Providence, RI 02903

THIRD: The address to which its registered office is to be changed is 1100 Turks Head Building, Providence, RI 02903

FOURTH: The name of its present registered agent is Pasco Gasbarro, Jr.

FIFTH: The name of its successor registered agent is Daniel S. Kaplan

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 November 18, 1998

CRITERION HOLDINGS, INC.

By Milton Wilcox, Its President

STATE OF Rhode Island } COUNTY OF Providence } Sc.

At Providence in said county on this 18th day of November, 1998, personally appeared before me Milton Wilcox, who, being by me first duly sworn, declared that he is the President of Criterion Holdings, Inc. that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

FILED JAN 21 1999 By [Signature]

(NOTARIAL SEAL)

66. NOV 55 01 12 AM '98

[Signature] Notary Public

RECEIVED SECRETARY OF STATE