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BOB BABBAGE
SECRETARY OF STATE

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

RECEIVED & FILED
\$10.00
Aug 18 4 01 PM '95

Pursuant to the provisions of Chapters 271B or 273 of the Kentucky Revised Statutes, the undersigned submits the following statements on behalf of the corporation which is organized in the state of Kentucky for the purpose of changing its registered office or registered agent or both in the Commonwealth of Kentucky:

The name of the corporation is The Behr Stores, Inc.

The complete address of the current registered office is:
1713 Cobalt Dr. Louisville, KY 40299
Street City/State Zip

The complete address of the current registered office is hereby changed to:
5000 Crittenden Dr., P.O. Box 9069, Louisville, KY 40209-0069
Street City/State Zip

The name of the current registered agent is:
Claus Behr

The name of the current registered agent is hereby changed to:
Joel S. Lerner, 5000 Crittenden Dr., P. O. Box 9069, Louisville, KY 40209-0069

The address of the registered office and the address of the business office of the registered agent, as changed, will be identical.

Dated July 19, 19 95

Joel S. Lerner, President
SIGNATURE & TITLE
Joel S. Lerner President
PRINT or TYPE NAME & TITLE

CONSENT OF NEW AGENT
I Joel S. Lerner consent to serve as the new registered agent on behalf of this corporation.

Joel S. Lerner
Signature of New Agent

(See Reverse Side for Instructions)