

Filing Fee: \$20.00

Corp. I.D. # 32800

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

COOLEY SIGN SYSTEMS, INC.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-12 of the
(Insert "7-1.1-12" if a domestic corporation, or "7-1.1-107" if a foreign corporation.)
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 Cooley Sign Systems, Inc.

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

THIRD: The address to which its registered office is to be
changed is 1500 Fleet Center, Providence, Rhode Island 02903

FOURTH: The name of its present registered agent is Edwin G. Torrance

FIFTH: The name of its successor registered agent is Malcolm Farmer III

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: March 20, 1996

Cooley Sign Systems, Inc.

By Joseph J. Berna

Its Vice President - Finance

PAYE

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SECRETARY OF STATE

STATE OF Rhode Island)
COUNTY OF Providence) Sc.

At Providence in said county on this
18th day of March, 1996, personally appeared
before me Joseph J. Berna, who,
being by me first duly sworn, declared that he is the
V.P. Finance of Cooley Sign Systems, Inc.
that he signed the foregoing documents as Vice President
of the corporation, and that the statements therein contained are
true.

(NOTARIAL SEAL)

Kenneth J. Hayekini
Notary Public