$20.00 Corp.I.D.# 8910

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

ARTHUR J. GALLAGHER & CO. OF RHODE ISLAND, INC.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-12 (d) and/or 7-1.1-107(d) of the General Laws, 1956, as amended, the undersigned corporation, organized under the laws of the State of Delaware, submits the following statement for the purpose of changing the registered office in the State of Rhode Island of the corporation hereinafter named in Article FIRST.

FIRST: The name of the corporation is ARTHUR J. GALLAGHER & CO. OF RHODE ISLAND, INC.

SECOND: The address of its present registered office is 101 Dyer Street, Suite 3-A, Providence, Rhode Island 02903.

THIRD: The address to which its registered office is to be changed is 170 Westminster Street, Providence, Rhode Island 02903.

FOURTH: The name of its present registered agent is The Prentice-Hall Corporation System, Inc.

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

SIXTH: A copy of this change has been mailed to the corporation.

Dated February 10, 1992.

THE PRENTICE-HALL CORPORATION SYSTEM, INC.

By _____
Its Assistant Vice-President

STATE OF)
) Sc.
COUNTY OF)

At in said county on this day of , , personally appeared before me , who, being by me first duly sworn, declared that he is the of that he signed the foregoing document as of the corporation, and that the statements therein contained are true.

(NOTARIAL SEAL) PAID _____
Notary Public

FORM 9 APR - 6 1992

SEC'Y OF STATE
CT# 78277