

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

ACCESS DEVELOPMENT CORPORATION

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 ACCESS DEVELOPMENT CORPORATION

SECOND: The address of its present registered office is 10 BUCK THORNE AVENUE, RIVERSIDE, RI 02915

THIRD: The address to which its registered office is to be changed is 1481 WAMPANOAG TRAIL, EAST PROVIDENCE, RI 02915

FOURTH: The name of its present registered agent is JOSEPH DEL VECCHIO

FIFTH: The name of its successor registered agent is MARTIN P. SLEPKOW

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 AUG 6, 1998

ACCESS DEVELOPMENT CORPORATION By Christina A. S. DelVecchio Its President

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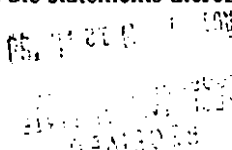
STATE OF RHODE ISLAND

By [Signature] Sc.

COUNTY OF PROVIDENCE

At East Providence in said county on this 6th day of June 1998, personally appeared before me Christina A. S. DelVecchio, who, being by me first duly sworn, declared that he is the President of ACCESS DEVELOPMENT CORPORATION that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)



[Signature] Notary Public

MARTIN P. SLEPKOW Notary Public of Rhode Island My Commission Expires June 17, 2001