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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

2010 MAR 11 PM 12:51

RECEIVED
STATE OF RHODE ISLAND
CORPORATIONS DIV.

BUSINESS CORPORATION

**STATEMENT OF CHANGE OF REGISTERED AGENT
BY THE CORPORATION**

Pursuant to the provisions of Sections 7-1.2-502 or 7-1.2-1409 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation submits the following statement for the purpose of changing its registered agent and its registered office in the state of Rhode Island:

1. The name of the corporation is Industrial Services & Engineering, Inc.
2. The address of the registered office as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:
222 Jefferson Boulevard, Suite 200, Warwick, RI 02888
3. The address of the NEW registered office is:
325 Angell Street, Providence, RI 02906
4. The name of the registered agent as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:
National Corporate Research, LTD.
5. The name of the NEW registered agent is:
Orson and Brusini Ltd.
6. The appointment of a new registered agent and the new registered office, as the case may be, shall become effective upon the filing of this statement, or on _____
(a date not prior to, nor more than 30 days after, filing this statement)

Under penalty of perjury, I declare and affirm that I have examined this Statement of Change of Registered Agent by the Corporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 9 March 2010

Signature of Authorized Officer of the Corporation

John P. Certuse

Type or Print Name of Authorized Officer

12:51

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By JPC 3663

**ACTION BY UNANIMOUS CONSENT
OF THE STOCKHOLDERS AND DIRECTORS OF
Industrial Services & Engineering, Inc.**

Attleboro, Massachusetts
February ____, 2010

The undersigned, constituting all of the stockholders and directors of **Industrial Services & Engineering, Inc.**, a Massachusetts corporation (the "Corporation") entitled to vote at a meeting of the stockholders and directors for the purposes of the Corporation, hereby waive the necessity for a meeting of the stockholders and directors pursuant to the authority to do so conferred by Massachusetts General Laws, Section 156D:7.04 and 156D:8.21, and do hereby consent as follows:

RESOLVED: That the registered agent and registered office of the Corporation shall be as indicated below, and further that the president of the Corporation is instructed to file the required certificate with the Secretary of State of Rhode Island as to this appointment.

Orson and Brusini Ltd.
325 Angell Street
Providence, RI 02906

RESOLVED: That the Corporation hereby appoints the undersigned as agent of the Corporation for purposes of filing, whether electronically or otherwise, annual reports and all related corporation filings at any secretary of state or like regulatory office having jurisdiction over the Corporation:

Stephen M. Brusini, Esq.
Orson and Brusini Ltd.
325 Angell Street
Providence, RI 02906

RESOLVED: That **John P. Certuse**, the president of this Corporation be, and hereby is, authorized for and on behalf of this Corporation to do and perform such act or acts, to sign, seal, execute, deliver, acknowledge, and file such instruments as the president may deem necessary or advisable in order to effectuate the foregoing resolutions.

This writing shall be filed with the records of the minutes of the meetings of the shareholders and directors of the Corporation and shall for all purposes be treated as a vote taken at a meeting.



John P. Certuse, Stockholder and Director

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CORPORATE DIVISION