

COUNSELLORS AT LAW

February 20, 1996

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903

Re: QUANTUM INTERNATIONAL GROUP, INCORPORATED
Corporate I.D. No. 76881

Dear Sir or Madam:

Pursuant to Section 7-1.1-12(c) of the General Laws of Rhode Island, 1956, as amended, please be advised that Gary R. Pannone and the law firm of McGovern Noel & Benik, Incorporated hereby resign as the registered agent for the above-captioned Delaware corporation authorized to transact business in the state of Rhode Island.

Sincerely,


Gary R. Pannone

GRP:baf

McGovern Noel & Benik, Incorporated
321 South Main Street
Providence, Rhode Island 02903
Tel 401 274-1144 Fax 401 421-4213

A Member of the State Capital Law Firm Group
Member firms of the Group practice independently and
not in a relationship for the joint practice of law.



State of Rhode Island and Providence Plantations
James R. Langevin
Secretary of State
100 North Main Street
Providence, Rhode Island
02903-1335

March 18. 1996

Corporate ID #76881

Re: QUANTUM INTERNATIONAL GROUP, INCORPORATED

Dear Corporate Officer:

This is to inform you that on 02/23/96 a communication was received from Gary R. Pannone notifying this office of his resignation as Registered Agent of the above corporation. Enclosed is a copy of said communication along with a Statement of Change of Registered Agent.

In accordance with Section 7-1.1-11 of the General Laws of Rhode Island "each corporation shall have and continuously maintain in this state" a registered agent. The enclosed Change of Registered Agent form must be received in this office thirty (30) days from the above date in order to avoid revocation proceedings.

Sincerely,

Sandra M. Williams
Director of Corporations

Michael F. Sparfven
1520 Hospital Trust Tower
Providence, RI 02903

Corporations/U.C.C. 277-3040 • Notary/Trademarks 277-1487
FAX 277-1309 • TDD 277-2311