

Filing Fee: \$20.00

Corp. I.D. # 59000

STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH,
OF
PECK ROCK ASSOCIATES, INC.

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
(Insert "7-1.1-12" if a domestic corporation, or "7-1.1-107" if a foreign corporation.)
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 Peck Rock Associates, Inc.

SECOND: The address of its present registered office is 128 Dorrence Street
Providence, RI 02903

THIRD: The address to which its registered office is to be changed is
1100 Turks Head Building, Providence, RI 02903

FOURTH: The name of its present registered agent is
Wayne M. Kezirian

FIFTH: The name of its successor registered agent is
Daniel S. Kaplan

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 November 21, 1997

FILED

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By 195-72

Peck Rock Associates, Inc.

By Katherine R. Waite
Katherine R. Waite
Its President

STATE OF RHODE ISLAND }
COUNTY OF PROVIDENCE } SC.

At Providence in said county on this 21st day
of November, 19 97, personally appeared before me
Katherine R. Waite, who, being by me first duly sworn, declared that she
is the President of Peck Rock Associates, Inc.
that she signed the foregoing document as President of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

Gillian D. Ryan
Notary Public
Commission Expires 7/98