

Filing Fee: \$20.00

Corp. I.D. # 61802

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

CRITERION METALS, 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
, 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
Criterion Metals, Inc.

SECOND: The address of its present registered office is
1500 Fleet Center, 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
Pasco Gasbarro, Jr.

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 May 15, 1998

FILED

MAY 18 1998

BY MD 204408

CRITERION METALS, INC.

By Milton Wilcox
Milton Wilcox
Its President

STATE OF RHODE ISLAND }
COUNTY OF PROVIDENCE } SC.

At Smithfield in said county on this 15th day
of May, 1998, personally appeared before me
Milton Wilcox, who, being by me first duly sworn, declared that he
is the President of Criterion Metals, Inc.
that he signed the foregoing document as President of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

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STATE

FORM 8

Natalie M. Janssen
Notary Public
My Commission Expires 7/1/99