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Corp. ID. # 002150~

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

GENALCO INC

To the Secretary of State  
of the State of Rhode Island

Pursuant to the provisions of Section "7-1.1-107" 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  
MASSACHUSETTS, 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 GENALCO INC

SECOND: The address of its present registered office is  
77 WAINUT ST. WARWICK, R.I. 00000

THIRD: The address to which its registered office is to be changed is  
85 Bysfield ST. WARWICK, R.I. 02888

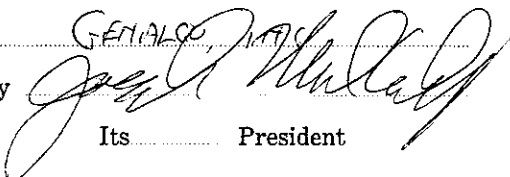
FOURTH: The name of its present registered agent is  
THOMAS C. SLATER

FIFTH: The name of its successor registered agent is

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.

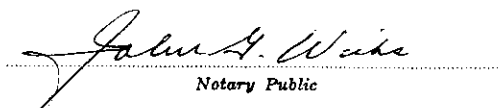
Dated MARCH 7, 1991

By   
Its President

RECEIVED  
SECRETARY OF STATE  
MASSACHUSETTS  
MARCH 11 11 50 AM '91  
STATE OF MASSACHUSETTS } SC.  
COUNTY OF NORFOLK }

At NEEDHAM, MA. in said county on this 7TH day  
of MARCH, 1991, personally appeared before me  
JOSEPH MULCAHY, who, being by me first duly sworn, declared that he  
is the PRESIDENT of GENALCO INC  
that he signed the foregoing document as PRESIDENT of the  
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

  
Notary Public  
MY COMMISSION EXPIRES  
NOVEMBER 15, 1996