

Filing Fee: \$20.00

Corp. I.D. # 0071761

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

APOGEE PRODUCTS, 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 Apogee Products, Inc.

SECOND: The address of its present registered office is
65 Hicks Street, Pawtucket, RI 02860

THIRD: The address to which its registered office is to be changed is
4 Robins Way, North Providence, RI 02904

FOURTH: The name of its present registered agent is
Colleen R. Kaszyk

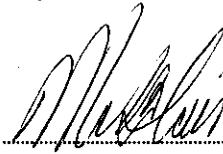
FIFTH: The name of its successor registered agent is
Traci Blais

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 January 13, 1997

PAID
FEB 25 1997
KID 180419
SECY OF STATE



By Mark A. Blais

Its President

STATE OF Rhode Island }
COUNTY OF Providence } Sc.

At North Providence in said county on this 13th day
of January, 1997, personally appeared before me
Mark A. Blais, who, being by me first duly sworn, declared that he
is the President of Apogee Products, Inc.
that he signed the foregoing document as President of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

16. 11. 92 8. 07 834

Traci Blais
Traci Blais, Notary Public