| Filing | Fee: | \$20. | 00 |
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1D Number: <u>43</u>903



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

FILED

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT, OR BOTH, BY THE CORPORATION



Pursuant to the provisions of Section 7-1.1-12 or 7-1.1-107 of the General Laws, 1958, as amended, the undersigned corporation submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of Rhode Island:

| 1. | The name of the corporation is:NARRAGANSETT ENERGY RESOURCES COMPANY |
|-----------|---|
| 2. | The address of the registered office as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is: |
| | 280 Melrose Street, Providence, Rhode Island 02903 |
| 3, | The address of the NEW registered office is: |
| | 123 Dyer Street, Providence, Rhode Island 02903 |
| 4. | The name of the registered agent as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is: |
| | Narragansett Electric Co. |
| 5. | The name of the NEW registered agent is: |
| | CT Corporation System |
| 7. | may be, shall become effective upon the filing of this statement, or on (a date not more than 30 days effer filing this statement) The change was authorized by resolution duly adopted by its board of directors. |
| | NARRAGANSETT ENERGY RESOURCES COMPANY |
| , | (Name of Corporation) |
| | Its President ⊠ or Its Vice President □ |
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| ie_ th | In Calgary, Alberta, Canada, on this And day of Delember, 1998, personally appeared before G.L. Spackman Who, being by me first duty swom, declared that he/sha President Of the expossion and that he/sha signed the foregoing document as |
| | of the corporation, and that the statements therein contained are true. |

Notary Public

My Commission Expires:

A Notary Public in and for the Province of Alberta