

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

Narragansett Energy Resources Company

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
Narragansett Energy Resources Company

SECOND: The address of its present registered office is
280 Melrose St., Providence, RI 02901

THIRD: The address to which its registered office is to be changed is
N/A

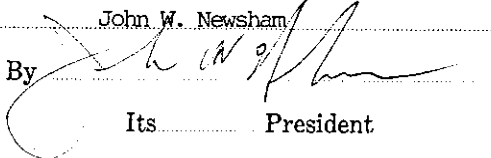
FOURTH: The name of its present registered agent is Ronald T. Gerwatowski

FIFTH: The name of its successor registered agent is Craig L. Eaton

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 October 30, 19 95

By John W. Newsham

Its President

STATE OF Massachusetts }
COUNTY OF Worcester } Sc.

At Westborough in said county on this 30th day
of October, 19 95, personally appeared before me
John W. Newsham, who, being by me first duly sworn, declared that he
is the President of Narragansett Energy Resources Company
that he signed the foregoing document as President of the
corporation, and that the statements therein contained are true.

FILED

NOV 3 1995

By [Signature]
Renee M. Rosenthal
Notary Public

(NOTARIAL SEAL)

RECEIVED
SECRETARY OF STATE
WASHINGTON, D.C.

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