

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

CAPCO PLASTICS, 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
Capco Plastics, Inc.

SECOND: The address of its present registered office is 200 Dyer Street, Providence
Rhode Island 02903

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

86 Weybosset Street, Providence, Rhode Island 02903

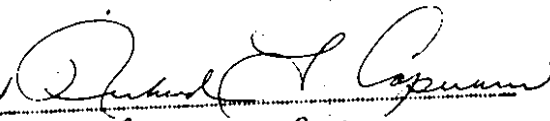
FOURTH: The name of its present registered agent is

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 FEBRUARY 9, 1994

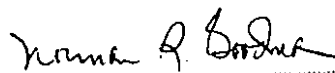

By RICHARD L. CAPUANO

Its President

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE } SC.

At PROVIDENCE in said county on this 9TH day
of FEBRUARY, 1994, personally appeared before me
RICHARD L. CAPUANO, who, being by me first duly sworn, declared that he
is the PRESIDENT of CAPCO PLASTICS, 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
July 4, 1995