

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

AT&T Corp.

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 amended, the undersigned corporation, organized under the laws of the State of New York

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 AT&T Corp.

SECOND: The address of its present registered office is

170 Westminster Street, Suite 900, Providence, RI 02903

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

123 Dyer Street, Providence, R.I. 02903

FOURTH: The name of its present registered agent is

PRENTICE - ALL

FIFTH: The name of its successor registered agent is

CT CORPORATION SYSTEM

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 1/28, 1998

FILED

FEB 05 1998

By [Signature]

[Signature]

By Marilyn J. Wasser

Its Vice President

RECEIVED SECRETARY OF STATE CORPORATIONS DIV.

STATE OF NEW JERSEY COUNTY OF SOMERSET Sc.

At BASKING RIDGE in said county on this 28th day of January, 1998, personally appeared me MARILYN J. WASSER, who, being by me first duly sworn, declared that she is the VICE PRESIDENT of AT&T CORP. that she signed the foregoing document as VICE PRESIDENT of the corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

(R. I. - 2131 - 11/17/94)

RECEIVED SECRETARY OF STATE

[Signature] Notary Public

EILEEN O'LEARY Notary Public, State of New Jersey No. 2188312 Qualified in Morris County Commission Expires April 15, 2001