

Filing Fee: \$20.00

Corp. I.D. # 4809

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

COOLEY ENGINEERED MEMBRANES, INC.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-12 of the
(Insert "7-1.1-12" if a domestic corporation, or "7-1.1-16" if a foreign corporation.)
General Laws, 1956, as 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 _____
Cooley Engineered Membranes, Inc.

SECOND: The address of its present registered office is _____
1500 Fleet Center, Providence, Rhode Island 02903

THIRD: The address to which its registered office is to be
changed is _____
1500 Fleet Center, Providence, Rhode Island 02903

FOURTH: The name of its present registered agent is _____
Edwin G. Torrance

FIFTH: The name of its successor registered agent is _____
Malcolm Farmer III

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: March 20, 1996

PAID

Cooley Engineered Membranes, Inc.

By Joseph J. Burns

Its VICE President - Finance

STATE OF Rhode Island)
COUNTY OF Providence) Sc.

At Providence in said county on this
10th day of March, 1996, personally appeared
before me Joseph J. Burns, who,
being by me first duly sworn, declared that he is the
Vice President of Cooley Engineered Membranes, Inc.
that he signed the foregoing documents as Vice President/Finance
of the corporation, and that the statements therein contained are
true.

(NOTARIAL SEAL)

Notary Public