

No Fee

242097W

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

SIEMENS CREDIT CORPORATION

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
(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
Delaware, 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 SIEMENS CREDIT CORPORATION

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

THIRD: The address to which its registered office is to be changed is
111 Westminster Street, Providence, Rhode Island 02903

FOURTH: The name of its present registered agent is
UNITED STATES CORPORATION COMPANY

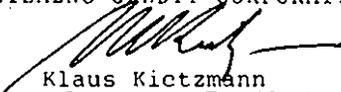
FIFTH: The name of its successor registered agent is
C T CORPORATION SYSTEM

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 October 24, 1988

SIEMENS CREDIT CORPORATION

By 
Klaus Kietzmann
Its President

STATE OF FLORIDA }
COUNTY OF PALM BEACH } SC.

At BOCA RATON in said county on this 10th day
of FEBRUARY, 1989, personally appeared before me
KLAUS KIETZMANN, who, being by me first duly sworn, declared that he
is the PRESIDENT of SIEMENS CREDIT CORPORATION
that he signed the foregoing document as PRESIDENT of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)


Notary Public
NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES JULY 26, 1992
BONDED THRU GENERAL INS. CO.

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV.

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