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

Joseph J. Altieri, Ltd.

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
RI, 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 Joseph J. Altieri, Ltd.

SECOND: The address of its present registered office is
350 South Main Street, Providence, RI 02903

THIRD: The address to which its registered office is to be changed is
201 Hillside Road, Garden City, Cranston, RI 02920

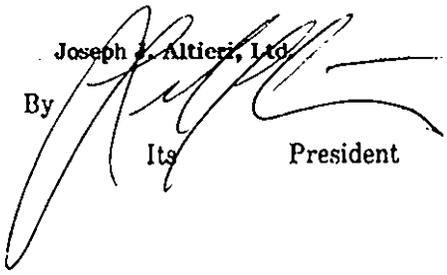
FOURTH: The name of its present registered agent is
Joseph J. Altieri, Esquire

FIFTH: The name of its successor registered agent is
Joseph J. Altieri, Esquire

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 1/30, 19 90

By 
Joseph J. Altieri, Ltd.
Its President

STATE OF RI
COUNTY OF Providence } Sc.

At Cranston in said county on this 30 day
of January, 1990, personally appeared before me
Joseph Altieri, who, being by me first duly sworn, declared that he
is the President of Joseph J. Altieri, Ltd.
that he signed the foregoing document as President of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)


Notary Public