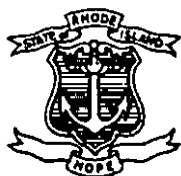


Filing Fee: \$20.00

ID Number: 106911



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

LIMITED LIABILITY COMPANY

STATEMENT OF CHANGE OF RESIDENT AGENT

Pursuant to the provisions of Section 7-16-11 of the General Laws, 1956, as amended, the undersigned authorizes a change of its resident agent and the address of its resident agent in the state of Rhode Island as follows:

1. The name of the limited liability company is:

CHA TECH SERVICES, LLC

2. The address of the resident agent as PRESENTLY shown in the records on file with the Rhode Island Secretary of State is:

10 Weybosset Street, Providence, RI 02903

3. The NEW address of the resident agent is:

170 Westminster Street, Suite 900, Providence, RI 02903

4. The name of the resident agent as PRESENTLY shown in the records on file with the Rhode Island Secretary of State is:

CT Corporation System

5. The name of the NEW resident agent is:

Corporation Service Company

6. The appointment of a new resident agent and the change of address of the resident agent, as the case may be, shall become effective upon the filing of this statement.

Under penalty of perjury, I declare that the information contained herein is true and correct.

Date: August 26, 2003

CHA TECH SERVICES, LLC

Print Name of Limited Liability Company

A handwritten signature in cursive script, appearing to read "Maureen Cullen".

Signature of Authorized Person

Maureen Cullen, Attorney-in-Fact

FILED

SEP 08 2003

By M5247 GMB

STATE OF NEW YORK)
COUNTY OF ALBANY)

POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT Larry V. Fairchild, P.E., a Partner of Clough, Harbour & Associates LLP, a Limited Liability Partnership under the laws of New York, and of the subsidiary entities shown on the list appended hereto, if any, does hereby appoint Anne Martin and Maureen Cullen attorneys-in-fact for the Limited Liability Partnership and for the subsidiary entities, to act for the LLP and for the subsidiary entities and in the name of the Limited Liability Partnership and of the subsidiary entities for the limited purposes authorized herein.

The Limited Liability Partnership and the subsidiary entities, having taken all necessary steps to authorize the changes and the establishment of this Power of Attorney, hereby grants its attorneys-in-fact the power to execute the documents necessary to change the Limited Liability Partnership's and the subsidiary entities' registered agent and registered office, or the agent and office of similar import, in any jurisdiction.

In the execution of any documents necessary for the purposes set forth herein, Anne Martin and Maureen Cullen shall exercise the power of Partner of Clough, Harbour & Associates LLP.

This Power of Attorney expires upon the completion and filing of the documents necessary to effect the changes in registered agent and registered office addresses contemplated herein, or when revoked by Larry V. Fairchild, P.E., which ever shall occur first.

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 11th day of August, 2003.

Clough, Harbour & Associates, LLP

BY:


Larry V. Fairchild, P.E.
Partner

Subscribed and sworn to before me this 11th day of August, 2003.

MARIA L. SHULTIS
NOTARY PUBLIC, State of New York
No. 01526055888
Qualified in County of Montgomery
My Commission Expires Feb. 20, 2004


Notary Public

CLOUGH, HARBOUR & ASSOCIATES, LLP
SUBSIDIARY

CHA TECH SERVICES, LLC