

Filing Fee: \$20.00

Corp. I.D. # 44013

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

MARSHALL BUILDING PRODUCTS, INC.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section _____ of the General Laws, 1956, as
(Insert "7-1 :12" if a domestic corporation, or "7-1 :107" if a foreign corporation)
amended, the undersigned corporation organized under the laws of the State of _____

_____, 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 MARSHALL BUILDING PRODUCTS, INC.

SECOND: The address of its present registered office is 94 Gallatin St.

Providence, R.I. 02907

THIRD: The address to which its registered office is to be changed is 152 Forbes St.,

E. Providence, R.I. 02915

FOURTH: The name of its present registered agent is William C. Clifton, ESQ.

FIFTH: The name of its successor registered agent is Thomas F. Marshall

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 Jan. 28, 1997

PAID

FEB 07 1997
LID 174679
SECY OF STATE

MARSHALL BUILDING PRODUCTS, INC.

By

Its President

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE } SC.

At EAST PROVIDENCE

in said county on this 29TH day
of JANUARY, 1997, personally appeared before me THOMAS

F. MARSHALL, who, being by me first duly sworn, declared that he
is the PRESIDENT of MARSHALL BUILDING PRODUCTS INC.
that he signed the foregoing document as PRESIDENT of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

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Notary Public

6/25/97
Cristal E. G.