

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

HUDSON TERMINAL CORP.

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
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
Hudson Terminal Corp.

SECOND: The address of its present registered office is
735 Hospital Trust Building, Providence, Rhode Island 02903

THIRD: The address to which its registered office is to be changed is
146 Westminster Street, Suite 500, Providence, Rhode Island 02903

FOURTH: The name of its present registered agent is
James H. Reilly, Esquire

FIFTH: The name of its successor registered agent is
No change.

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 2/17, 19 94

FILED
MAR 14 1994
By 117622

HUDSON TERMINAL CORP.

By Thomas F. Hudson
Its President

STATE OF Rhode Island }
COUNTY OF Providence } SC.

At Providence in said county on this 17th day
of February, 19 94, personally appeared before me
Thomas F. Hudson, who, being by me first duly sworn, declared that he
is the President of Hudson Terminal Corp.
that he signed the foregoing document as President of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

Jeffrey M. [Signature]
Notary Public

My Commission Expires August 18, 1995