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

CAVANAGH COMPANY

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 Cavanagh Company

SECOND: The address of its present registered office is 123 Dyer Street, Providence,
Rhode Island 02903

THIRD: The address to which its registered office is to be changed is
30 Exchange Terrace, Providence, Rhode Island 02903

FOURTH: The name of its present registered agent is Joseph V. Cavanagh, Esq.

FIFTH: The name of its successor registered agent is Steven M. McInnis, Esq.

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 February, 19 89

CAVANAGH COMPANY

By *Brian P. Cavanagh*
Its *V* President

STATE OF RHODE ISLAND }
COUNTY OF PROVIDENCE } SC.

At Providence in said county on this 28 day
of February, 19 89, personally appeared before me
Brian P. Cavanagh, who, being by me first duly sworn, declared that he
is the *V. President* of Cavanagh Company
that he signed the foregoing document as *V. President* of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

George W. Family
Notary Public

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV.
Jan 3 4 39 PM '89