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Filing fee: \$1000 no fee

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

LAWRENCE-SUTCLIFFE, INC.

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
LAWRENCE-SUTCLIFFE, INC.

SECOND: The address of its present registered office is
511 Putnam Pike, Greenville, Rhode Island 02828

THIRD: The address to which its registered office is to be changed is
n/a

FOURTH: The name of its present registered agent is
Barbara Braun Schoenfeld, 2700 Hospital Trust Tower,
Providence, RI 02903

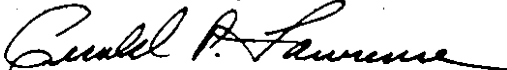
FIFTH: The name of its successor registered agent is
Gerald P. Lawrence

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 April, 19 87


LAWRENCE-SUTCLIFFE, INC.

By 
Its President

STATE OF Rhode Island }
COUNTY OF Providence } Sc.

At SMITHFIELD in said county on this 4th day
of April, 19 87, personally appeared before me
GERALD P. LAWRENCE, who, being by me first duly sworn, declared that he
is the PRESIDENT of LAWRENCE-SUTCLIFFE, INC.
that he signed the foregoing document as PRESIDENT of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

APR 15 1987

Notary Public
My Commission Expires June 30, 1991