

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

GRACE HOLMES INC.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-107 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
DELAWARE, 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
GRACE HOLMES INC.

SECOND: The address of its present registered office is
101 DYER STREET, PROVIDENCE, RI 02903

THIRD: The address to which its registered office is to be changed is
170 WESTMINSTER STREET, PROVIDENCE, RI 02903

FOURTH: The name of its present registered agent is
H. ELIOT RICE

FIFTH: The name of its successor registered agent is
UNITED STATES CORPORATION COMPANY

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 10/15, 1993

Nicholas Lambert

By

Its VICE President

STATE OF NEW JERSEY }
COUNTY OF BERGEN } SC.

At GARFIELD, NJ in said county on this 15th day
of OCTOBER, 1993, personally appeared before me
NICHOLAS LAMBERTI, who, being by me first duly sworn, declared that he
is the VICE PRESIDENT, CONTROLLER of GRACE HOLMES INC.
that he signed the foregoing document as VICE PRESIDENT - CONTROLLER of the
corporation, and that the statements therein contained are true.

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OCT 23 1993

(NOTARIAL SEAL)

Theresa A. Glade

Notary Public
Notary State of New Jersey
My Commission Expires April 29, 1994

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