

Filing Fee: \$20.00

Corp. I.D. # 0044917

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

PERRY EXCAVATING CORP.

FILED

MAY 30 1997

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section..... of the General Laws, 1956, as
(Insert "7-1.1-12" 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.....

....., 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 Perry Excavating Corp.

SECOND: The address of its present registered office is 132 Old River Road
Lincoln, RI 02865

THIRD: The address to which its registered office is to be changed is.....
132 Old River Road, Lincoln, RI 02865

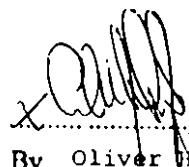
FOURTH: The name of its present registered agent is Oliver H.J. Perry

FIFTH: The name of its successor registered agent is Everett A. Petronio, 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 May 30, 1997



By Oliver H.J. Perry, Jr.

ItsPresident

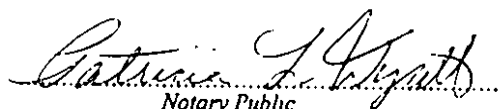
STATE OF Rhode Island

COUNTY OF Providence

} Sc.

At Johnston in said county on this 30th day
of May, 1997, personally appeared before me
Oliver H.J. Perry, Jr., who, being by me first duly sworn, declared that he
is the President of Perry Excavating Corp.
that he signed the foregoing document as President of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)


Notary Public