

Filing Fee: \$20.00

Corp. I.D. # 46218

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

WESTERLY PAINTS, 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
WESTERLY PAINTS, INC.

SECOND: The address of its present registered office is
2734 Hartford Avenue, Johnston, RI 02919

THIRD: The address to which its registered office is to be changed is
79 Franklin Street, Westerly, RI 02891

FOURTH: The name of its present registered agent is
Doris M. Vigliotti

FIFTH: The name of its successor registered agent is
Matthew L. Lewiss

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 March 28, 1996

WESTERLY PAINTS, INC.

By Paul R. Donahue
Its Vice President

STATE OF RHODE ISLAND }
COUNTY OF WASHINGTON } Sc.

At Westerly in said county on this 28th day
of March, 1996, personally appeared before me
Paul R. Donahue, who, being by me first duly sworn, declared that he
is the Vice President of Westerly Paints, Inc.
that he signed the foregoing document as Vice President of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

Matthew L. Lewiss
Notary Public
MATTHEW L. LEWISS
My commission expires: 6/20/97



State of Rhode Island and Providence Plantations
James R. Langevin
Secretary of State
100 North Main Street
Providence, Rhode Island
02903-1335

March 18, 1996

Corporate ID #46218

Re: WESTERLY PAINTS, INC./

Dear Corporate Officer:

This is to inform you that on 02/15/96 a communication was received from Doris M. Vigliotti notifying this office of her resignation as Registered Agent of the above corporation. Enclosed is a copy of said communication along with a Statement of Change of Registered Agent.

In accordance with Section 7-1.1-11 of the General Laws of Rhode Island "each corporation shall have and continuously maintain in this state" a registered agent. The enclosed Change of Registered Agent form must be received in this office thirty (30) days from the above date in order to avoid revocation proceedings.

We also enclose a blank 1996 Annual Report form which is now past due.

Sincerely,

Sandra M. Williams
Director of Corporations

Stella Tria
14 Greenbriar Road
Smithfield, RI 02828

2734 Hartford Avenue
Johnston, RI 02919

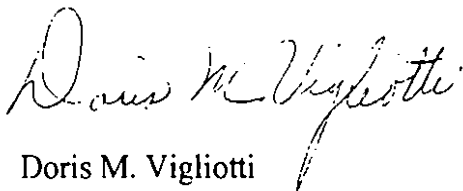
February 15, 1996

Secretary of State
Corporations Division
100 North Main Street
Providence, RI 02903-1335

To: Corporations Division:

Effective immediately, I resign as Registered Agent for Westerly Paints, Inc., 85 Franklin Street, Westerly, RI 02891. The Corporate I D No. is 46218.

Respectfully,


Doris M. Vigliotti

State of Rhode Island
County of Providence

At Providence in said county on this 15th day of February, 1996, personally appeared before me Doris M. Vigliotti, who, being bt me first duly sworn, declared that she has signed the foregoing instrument as her free act and will.


Notary Public

My Commission Expires: 6-23-97

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