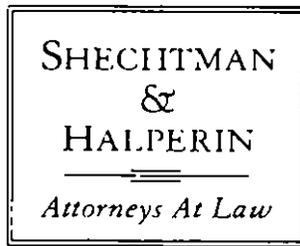


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March 24, 2000

Rhode Island Secretary of State
Corporations Division
100 North Main Street
Providence, RI 02903

Re: RALCO ELETRIC, INC.

Dear Sir or Madam:

Pursuant to Section 7-1.1-12(c) of the General Laws of Rhode Island, 1956, as amended, please be advised that I, Jonathan Savage, Esquire, hereby resign as the registered agent for the above-captioned corporation.

Very truly yours,

A handwritten signature in black ink, appearing to be "Jonathan N. Savage", with a long horizontal line extending to the right from the end of the signature.

Jonathan N. Savage

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIVISION
MAR 25 11:00 AM '00



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State
Corporations Division
100 North Main Street Providence, Rhode Island 02903-1335
Telephone (401) 222-3040

April 3, 2000

RALCO ELECTRIC, INC.
101 State Street
Westport, MA 02790

RE: Corporate ID# 72719
RALCO ELECTRIC, INC.

Dear Sir or Madam:

This is to notify you that this office received on March 27, 2000 the resignation of Jonathan Savage as Registered Agent of the above-named corporation, a copy of which is enclosed. Sections 7-1.1-12, 7-1.1-107, 7-6-13 and 7-6-78 of the General Laws of the State of Rhode Island state that "the appointment of the agent shall terminate upon the expiration of thirty (30) days after receipt of the notice by the secretary of state."

Pursuant to the provisions set forth in Sections 7-1.1-11, 7-1.1-106, 7-6-12 and 7-6-77 of the General Laws of the State of Rhode Island, "each corporation shall have and continuously maintain in this state" a registered agent. In order to ensure that your authority to conduct business will remain intact, please complete and file with this office the enclosed Change of Registered Agent form as soon as possible.

Thank you for your cooperation.

Sincerely,
CORPORATIONS DIVISION

Catherine Caprio Albanese
Administrative Manager

enc.