

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

RALCO ELECTRIC, 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
RALCO ELECTRIC, INC.

SECOND: The address of its present registered office is
321 South Main Street, Providence, RI 02903

THIRD: The address to which its registered office is to be changed is
1800 Hospital Trust Tower, Providence, RI 02903

FOURTH: The name of its present registered agent is
Jonathan N. Savage, c/o McGovern Noel & Benik, Incorporated

FIFTH: The name of its successor registered agent is
No change

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. A copy of this Statement of Change of Registered Office of Registered Agent,
or Both, has been mailed to the Corporation pursuant to Section 7-1.1-12(d)
of the Rhode Island General Laws, 1956, as amended.

Dated March 28, 1997

RALCO ELECTRIC, INC.

By

Jonathan N. Savage

Its President Registered Agent

STATE OF Rhode Island

COUNTY OF Providence

} Sc.

At Providence in said county on this 28th day
of March, 1997, personally appeared before me
Jonathan N. Savage, who, being by me first duly sworn, declared that he
is the Registered Agent of RALCO ELECTRIC, INC.
that he signed the foregoing document as Registered Agent of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

FILED

MAY 2 1997

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Bernadette A. Herrera

Notary Public

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