

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

CALORE FREIGHT SYSTEMS, INC.

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
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 CALORE FREIGHT SYSTEMS, INC.

SECOND: The address of its present registered office is 65 Quaker Lane,
West Warwick, R.I. 02893

THIRD: The address to which its registered office is to be changed is
670 Willett Avenue, East Providence, R.I. 02915

FOURTH: The name of its present registered agent is
Eugene Arcoraci, Jr.

FIFTH: The name of its successor registered agent is
Richard D. Pass, Esquire

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 April, 19 93

CALORE FREIGHT SYSTEMS, INC.

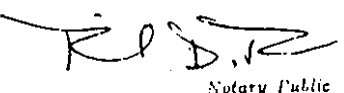
By 
Its President

STATE OF Rhode Island }
COUNTY OF Providence } No.

At Providence, in said county on this 30th day
of April, 19 93 personally appeared before me
Michael J. Calore, who, being by me first duly sworn, declared that he
is the President of Calore Freight Systems, Inc.
that he signed the foregoing document as President of the
corporation, and that the statements therein contained are true.

ACK 98342
Rec'd & Filed MAY 04 1993

(NOTARIAL SEAL)


Notary Public
RICHARD D. PASS
My commission expires 6-19-98