

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

Carla Corp.

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
Carla Corp.

SECOND: The address of its present registered office is
1 Old Stone Square, Providence, RI 02903

THIRD: The address to which its registered office is to be changed is
10 Weybosset Street, Providence, RI 02903

FOURTH: The name of its present registered agent is
David W. Carroll

FIFTH: The name of its successor registered agent is
David W. Carroll

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 December 16th, 1994

Carla Corp.
By Ralph V. Fleming, Jr.
Its President

STATE OF Rhode Island }
COUNTY OF Providence } Sc.

At East Providence in said county on this 16th day
of December, 1994, personally appeared before me
Ralph V. Fleming, Jr., who, being by me first duly sworn, declared that he
is the President of Carla Corp.
that he signed the foregoing document as President of the
corporation, and that the statements therein contained are true.

FILED
(NOTARIAL SEAL) JAN 20 1995
BY 708#
135376

Michael J. Leavelle
Notary Public
My Commission Expires Nov 5, 1995