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

Phalanx Engineering, 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
, 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 Phalanx Engineering, Inc.

SECOND: The address of its present registered office is 1025 Fleet National Bank
Building, Providence, Rhode Island 02903

THIRD: The address to which its registered office is to be changed is
606 Old Colony Bank Building, 58 Weybosset Street, Providence, Rhode Island 02903

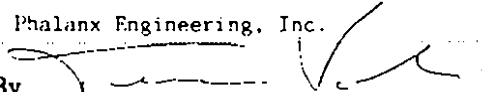
FOURTH: The name of its present registered agent is Girard R. Visconti

FIFTH: The name of its successor registered agent is Thomas W. Heald or
Edward D. Beasley

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.

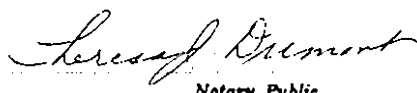
Dated February 7, 1986

Phalanx Engineering, Inc.
By 
Terrence J. Valis
Its President

STATE OF Rhode Island }
COUNTY OF Kent } SC.

At Warwick in said county on this seventh day
of February, 1986, personally appeared before me
Terrence J. Valis, who, being by me first duly sworn, declared that he
is the President of Phalanx Engineering, Inc.
that he signed the foregoing document as President of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)


Notary Public