

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

1704 Associates, 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 RI
, 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
1704 Associates, Inc.

SECOND: The address of its present registered office is
1908 Fleet National Bank Building, Providence, RI 02903

THIRD: The address to which its registered office is to be changed is
No Change

FOURTH: The name of its present registered agent is
Frederic A. Charleson

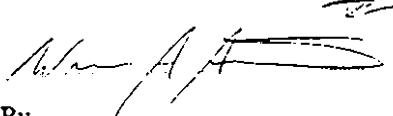
FIFTH: The name of its successor registered agent is
Mark A. Charleson

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 24, 1992

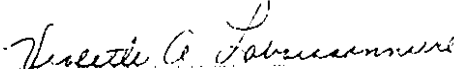
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MAR - 3 1992
SECY OF STATE

By 
Its President

STATE OF Rhode Island }
COUNTY OF } SC.

At Cranston in said county on this 24 day
of February, 1992, personally appeared before me
William G. Artesiani, who, being by me first duly sworn, declared that he
is the president of 1704 Associates, Inc.
that he signed the foregoing document as president of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)


Notary Public