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Corp. I.D. # _____

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

MOBIL OIL CORPORATION

**To the Secretary of State
of the State of Rhode Island**

Pursuant to the provisions of Section 7-1.1-107 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
New York, 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 MOBIL OIL CORPORATION

SECOND: The address of its present registered office is
123 Dyer Street, Providence, Rhode Island 02903

THIRD: The address to which its registered office is to be changed is
Suite 3-A, 101 Dyer Street, Providence, Rhode Island 02903

FOURTH: The name of its present registered agent is
C T Corporation System

FIFTH: The name of its successor registered agent is
The Prentice-Hall Corporation System, Inc.

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 28th, 19 89

MOBIL OIL CORPORATION

By Rex D. Adams

Its Vice President

STATE OF NEW YORK }
COUNTY OF NEW YORK } SC.

At New York, New York in said county on this 28th day
of April, 19 89, personally appeared before me
Rex D. Adams, who, being by me first duly sworn, declared that he
is the Vice President of MOBIL OIL CORPORATION
that he signed the foregoing document as Vice President of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

Walter Wojcik
Notary Public

WALTER WOJCIK
Notary Public, State of New York
No. 31-4827871
Qualified in New York County
Term Expires Oct. 31, 1989

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV.
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