

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

WILKES & COMPANY

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 Wilkes & Company

SECOND: The address of its present registered office is
40 QUAIL Hollow ROAD CRANSTON, R.I.

THIRD: The address to which its registered office is to be changed is 10015
RESERVOIR AVENUE, CRANSTON, R.I. 02910

FOURTH: The name of its present registered agent is
Andrew L. Wilkes

FIFTH: The name of its successor registered agent is
Gregory P. Hazian

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 MARCH 7, 1997

Wilkes & Company

By *Andrew L. Wilkes*

Its President.

STATE OF Rhode Island }
COUNTY OF Providence } SC.

At Cranston in said county on this 7TH day
of March, 1997, personally appeared before me
Andrew L. Wilkes, who, being by me first duly sworn, declared that he
is the President of Wilkes & Company
that he signed the foregoing document as President of the
corporation, and that the statements therein contained are true.

FILED

MAR 7 1997

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(NOTARIAL SEAL)

RECEIVED

Gregory P. Hazian

Notary Public

Gregory P. Hazian

Commission Expires JUNE 1, 1998