

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

Newport America Corporation

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

Newport America Corporation

SECOND: The address of its present registered office is

1500 Fleet Center, Providence, Rhode Island 02903

THIRD: The address to which its registered office is to be changed is

100 Weybosset Street, Providence, Rhode Island 02903

FOURTH: The name of its present registered agent is

Edwin G. Torrance, Esq.

FIFTH: The name of its successor registered agent is

Alycia L. Goody, Esq. Secretary and General Counsel

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 October 13, 1994

By  James H. Dodge

Its President

STATE OF Rhode Island

COUNTY OF Providence

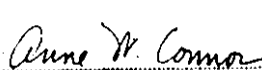
} Sc.

At 100 Weybosset Street in said county on this 13th day
of October, 1994, personally appeared before me James
H. Dodge, who, being by me first duly sworn, declared that he
is the President of Newport America Corporation
that he signed the foregoing document as President of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

FILED

OCT 24 1994

BY  130922

Notary Public #34019