

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

BERNARDO, 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 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 BERNARDO, INC.

SECOND: The address of its present registered office is Friedman & Kessler,  
128 Dorrance Street, Suite 530, Providence, RI 02903

THIRD: The address to which its registered office is to be changed is 610 Hospital  
Trust Bldg., 15 Westminster Street, Providence, RI 02903

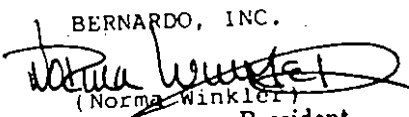
FOURTH: The name of its present registered agent is  
Saul Friedman, Esq.

FIFTH: The name of its successor registered agent is  
David G. Coon, Esq.

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~~ shareholders.

Dated October 23, 1992

BERNARDO, INC.  
By   
(Norma Winkler)  
Its President

STATE OF RHODE ISLAND } SC.  
COUNTY OF PROVIDENCE }

At Providence, RI in said county on this 23<sup>rd</sup> day  
of October, 1992, personally appeared before me  
Norma Winkler, who, being by me first duly sworn, declared that she  
is the President of Bernardo, Inc.  
that she signed the foregoing document as President of the  
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

  
Notary Public

CONNIE M. McCLURG  
My Commission Expires June 24, 1993

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