

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

AR

WINKLER 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
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
WINKLER ASSOCIATES, INC.

SECOND: The address of its present registered office is
420 Turks Head Building, Providence, RI 02903

THIRD: The address to which its registered office is to be changed is
128 Dorrance Street, Suite 530, Providence, RI 02903

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

FIFTH: The name of its successor registered agent is

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 3/28, 19 89

WINKLER ASSOCIATES, INC.

By *Neville E. Winkler*
Neville E. Winkler
Its President

STATE OF RHODE ISLAND }
COUNTY OF } Sc.

At _____ in said county on this 28th day
of MARCH, 19 89, personally appeared before me
Neville E. Winkler, who, being by me first duly sworn, declared that he
is the President of WINKLER 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
My Commission Expires June 30, 1991

[Signature]
Notary Public

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SECRETARY OF STATE
GOVERNMENT BUILDING
Apr 12 12 13 PM '83