

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

George W. Smith & Son, Inc.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section _____ 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 George W. Smith & Son, Inc.

SECOND: The address of its present registered office is 255 Main Street, Pawtucket,
Rhode Island 00000

THIRD: The address to which its registered office is to be changed is 24 Spring
Street, P.O. Box 1207, Pawtucket, Rhode Island 02862

FOURTH: The name of its present registered agent is John S. Lennon

FIFTH: The name of its successor registered agent is J. Russell Blease

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 February 4, 1991

George W. Smith & Son, Inc.

By *Gregory W. Smith*
Its President

STATE OF RHODE ISLAND }
COUNTY OF PROVIDENCE } SC.

At _____ in said county on this 4th day
of February _____, 1991, personally appeared before me
Gregory W. Smith, who, being by me first duly sworn, declared that he
is the President of George W. Smith & Son, Inc.
that he signed the foregoing document as President of the
corporation, and that the statements therein contained are true.

PAID
(NOTARIAL SEAL) FEB 14 1991
SECY OF STATE

Marjorie I. Silvia
Notary Public
My Commission Expires: 6/30/91

02# 54506

RECEIVED
SECRETARY OF STATE
CONCORD, N.H.

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