

No Fee

Corp. I.D. # 0042133

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

OAK KNOLL ASSOCIATES, LTD.

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
Oak Knoll Associates, Ltd.

SECOND: The address of its present registered office is
800 Providence Street, Woonsocket, RI 02895

THIRD: The address to which its registered office is to be changed is Park Square Place
Suite 202, 176 Eddie Dowling Highway, North Smithfield, RI 02895-8214

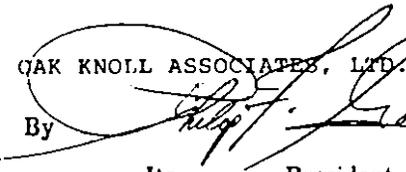
FOURTH: The name of its present registered agent is
Aram P. Jarret, Jr.

FIFTH: The name of its successor registered agent is
Aram P. Jarret, Jr.

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.

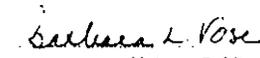
Dated February 14, 19 90

OAK KNOLL ASSOCIATES, LTD.
By 
Its President
RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV.
APR 11 10 AM '90

STATE OF RHODE ISLAND }
COUNTY OF PROVIDENCE } Sc.

At North Smithfield in said county on this 14th day
of February, 1990, personally appeared before me
Philip Godfrin, who, being by me first duly sworn, declared that he
is the president of Oak Knoll Associates, Ltd.
that he signed the foregoing document as president of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)


Notary Public
BARBARA L. VOSE