

**FILED**

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

MAY 06 1997

By 11829/80235

RECEIVED  
SECRETARY OF STATE  
MAY 6 4 56 PM '97

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 RI  
, 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 TOUPIN MOTOR SALES INC

SECOND: The address of its present registered office is 785 CUMBERLAND  
HILL RD WOONSOCKET RI 02895

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

FOURTH: The name of its present registered agent is DONALD L. TOUPIN

FIFTH: The name of its successor registered agent is VICTOR M. PEDRO

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 5-6, 1997

TOUPIN MOTOR SALES INC  
By VICTOR M. PEDRO  
Its Vice President

STATE OF RI  
COUNTY OF Providence } Sc.

At Providence in said county on this 6th day  
of May, 1997, personally appeared before me Maria  
D. Pedro, who, being by me first duly sworn, declared that he she  
is the V-President of TOUPIN MOTOR SALES INC  
that he signed the foregoing document as Vice President of the  
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

Maureen P. Quin  
Notary Public  
Comm Exp. 3/6/01