

Filing Fee: \$20.00

ID Number 25935

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS  
Office of the Secretary of State  
Corporations Division  
100 North Main Street  
Providence, Rhode Island 02903-1335

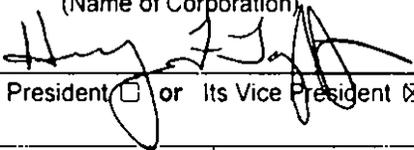
STATEMENT OF CHANGE OF REGISTERED OFFICE  
OR REGISTERED AGENT, OR BOTH, BY THE CORPORATION

Pursuant to the provisions of Sections 7-1.1-12 or 7-1.1-107 of the General Laws, 1956, as amended, the undersigned corporation submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of Rhode Island:

- The name of the corporation is **Windmoeller & Hoelscher Corporation.**
- The address of the registered office is PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:  
**123 Dyer Street, Providence, Rhode Island 02903**
- The address of the NEW registered office is:  
**2300 BankBoston Plaza, Providence, Rhode Island 02903**
- The name of the registered agent as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:  
**CT Corporation**
- The name of the NEW registered agent is:  
**Adler Pollock & Sheehan P.C.**
- The change of address of the registered office, or the appointment of a new registered agent, or both, as the case may be, shall become effective upon the filing of this statement or on **immediately upon filing.**  
*(a date not more than 30 days after filing this statement)*
- The change was authorized by resolution duly adopted by its board of directors.

**Windmoeller & Hoelscher Corporation**

(Name of Corporation)

By   
Its President  or Its Vice President

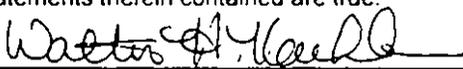
STATE OF RHODE ISLAND  
COUNTY OF PROVIDENCE PLANTATIONS

in LINCOLN, RI, on this 11 day of June, 1998, personally appeared before me Henry F. Taylor, who, being by me first duly sworn, declared that he is the Vice President of said corporation and that he signed the foregoing document as Vice President of Finance of the corporation, and that the statements therein contained are true.

**FILED**

JUN 17 1998

CO# 43  
206940

  
Notary Public  
My Commission Expires: 10/23/01

Form No. 9  
Revised: 6/97

My Commission Expires.  
Walter H. Kaehler  
License #38104  
October 23, 2001