

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

OmniComm 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 OmniComm Associates, Inc.

SECOND: The address of its present registered office is
30 Kennedy Plaza, Providence, RI 02903

THIRD: The address to which its registered office is to be changed is
123 Dyer Street, Providence, RI 02903

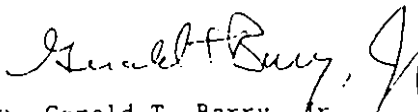
FOURTH: The name of its present registered agent is
James E. Bilodeau, Jr.

FIFTH: The name of its successor registered agent is
Katherine A. Merolla, Esquire

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 9/23, 1996


By Gerald T. Barry, Jr.

Its President

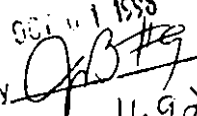
STATE OF Rhode Island }
COUNTY OF Providence } SC.

At Providence in said county on this 27th day
of September, 1996, personally appeared before me
Gerald T. Barry, Jr., who, being by me first duly sworn, declared that he
is the President of OmniComm Associates, Inc.
that he signed the foregoing document as President of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

FILED

SEP 1 1996

By 
169231


Notary Public