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Corp. I.D. #

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

MEARTHANE PRODUCTS CORPORATION

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 MEARTHANE PRODUCTS CORPORATION

SECOND: The address of its present registered office is
1025 Fleet National Bank Building, Providence, Rhode Island 02903

THIRD: The address to which its registered office is to be changed is
55 Dorrance Street, Providence, Rhode Island 02903

FOURTH: The name of its present registered agent is
Girard R. Visconti, Esquire

FIFTH: The name of its successor registered agent is
Girard R. Visconti, 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 January 3, 1989

MEARTHANE PRODUCTS CORPORATION

By

Its

President

STATE OF

COUNTY OF

} Sc.

At Cranston in said county on this 24th day
of January, 1989, personally appeared before me
John J. Rotterick, who, being by me first duly sworn, declared that he
is the President of Mearthane Products
that he signed the foregoing document as President of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

Notary Public

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV.

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