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Filing Fee: \$20.00

Corporate I.D. 0016756

**STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH
OF
PEN HOLDING, 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 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 Pen Holding, Inc.

SECOND: The address of its present registered office is 11 Park Row, Providence, RI 02903

THIRD: The address to which its registered office is to be changed is Licht & Semonoff, One Park Row, Providence, RI 02903.

FOURTH: The name of its present registered agent is Robert A. Pitassi.

FIFTH: The name of its successor registered agent is Bruce R. Ruttenberg.

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: July 6, 1994

PEN HOLDING, INC.

By

Bruce R. Ruttenberg,

Its: Vice President

STATE Rhode Island
COUNTY OF Providence

} Sc.

At Providence in said county on this 6th day of July, 1994, personally appeared before me Bruce R. Ruttenberg duly sworn, declared that he signed the foregoing document as Vice President of the corporation, and that the statements therein contained are true.

FILED

Notary Public

JUL 06 1994
BY 1959125571

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