

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

J.D. MANUFACTURING, 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 J.D. MANUFACTURING, INC.

SECOND: The address of its present registered office is 10 Abott Park,
Providence, R.I.

THIRD: The address to which its registered office is to be changed is 1345
Westminster Street, Providence, R.I. 02909

FOURTH: The name of its present registered agent is Philip R. DeSano

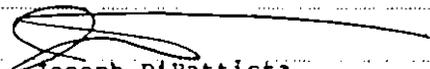
FIFTH: The name of its successor registered agent is Albert A. DiFiore

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 2-24, 1992

J.D. MANUFACTURING, INC.

By 
Joseph DiBattista
Its President

STATE OF Rhode Island }
COUNTY OF } Sc.

At _____ in said county on this _____ day
of _____, 1992, personally appeared before me Joseph
DiBattista, _____, who, being by me first duly sworn, declared that he
is the President of J.D. MANUFACTURING, INC.
that he signed the foregoing document as _____ President of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

Notary Public

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SECRETARY OF STATE
COMMUNICATIONS SECTION

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