

Filing fee: \$10.00

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

JANICE MANUFACTURING CO., 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
, 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
Janice Manufacturing Co., Inc.

SECOND: The address of its present registered office is
44 Chestnut Street, Providence, RI

THIRD: The address to which its registered office is to be changed is
818 Industrial Bank Building, Providence, RI

FOURTH: The name of its present registered agent is
Phyllis P. Marianari

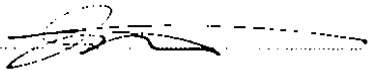
FIFTH: The name of its successor registered agent is
Philip R. DeSano

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 May 16, 1979

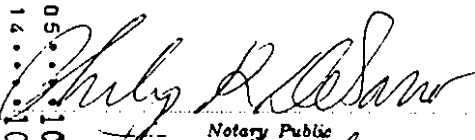
JANICE MANUFACTURING CO., INC.

By 
Its President

STATE OF RHODE ISLAND }
COUNTY OF PROVIDENCE } SC.

At Providence, in said county on this 18 day
of MAY, 1979, personally appeared before me
Joseph DiBattista, who, being by me first duly sworn, declared that he
is the President of Janice Manufacturing Co., Inc.
that he signed the foregoing document as President of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)


Notary Public

MAY 24 1979