

Filing fee: \$10.00

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

PROVIDENCE AND WORCESTER COMPANY

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 Providence and Worcester Company

SECOND: The address of its present registered office is One Depot Square,  
Woonsocket, Rhode Island

THIRD: The address to which its registered office is to be changed is 20 Westminster  
Street, Providence, Rhode Island 02903

FOURTH: The name of its present registered agent is Joseph R. DiStefano

FIFTH: The name of its successor registered agent is Joseph R. DiStefano

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 , 19

PROVIDENCE AND WORCESTER COMPANY

By *Joseph R. DiStefano*  
Joseph R. DiStefano  
Its President

STATE OF RHODE ISLAND }  
COUNTY OF PROVIDENCE } Sc.

At *Providence* in said county on this 16th day  
of February, 1984, personally appeared before me  
Joseph R. DiStefano, who, being by me first duly sworn, declared that he  
is the President of Providence and Worcester Company  
that he signed the foregoing document as President of the  
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

MAR 6 1984

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*Gloria P. Hopkins*  
Notary Public

GLORIA P. HOPKINS  
Commission Expires June 30, 1986