

Filing Fee: \$20.00

Corp. I.D. # 2448

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

BISHOP & 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 BISHOP & CO. INC.

SECOND: The address of its present registered office is One Old Stone Square,
Providence, Rhode Island 02903

THIRD: The address to which its registered office is to be changed is 10 Weybosset
Street, floors 9-10, Providence, Rhode Island 02903

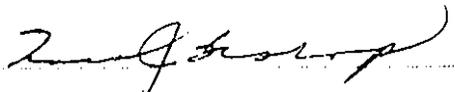
FOURTH: The name of its present registered agent is Dewitte T. Kersh, Jr.

FIFTH: The name of its successor registered agent is

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 APRIL 28, 1995



By Mars J. Bishop

Its President

STATE OF RHODE ISLAND }
COUNTY OF PROVIDENCE } SC.

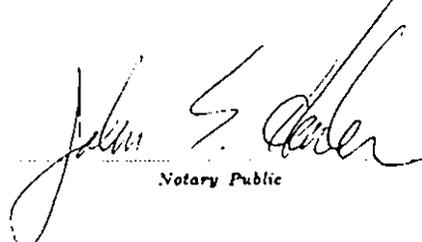
At Bishop & Co. Inc. in said county on this 28th day
of APRIL, 1995, personally appeared before me Mars J.
Bishop, who, being by me first duly sworn, declared that he
is the President of BISHOP & CO. INC.
that he signed the foregoing document as President of the
corporation, and that the statements therein contained are true.

FILED

MAY 3 1995

(NOTARIAL SEAL)

by AMT#29
139703



Notary Public