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

Automobile Club Insurance Agency of South County, 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 Automobile Club Insurance Agency
of South County, Inc.

SECOND: The address of its present registered office is
1035 Reservoir Avenue, Cranston, Rhode Island 02910

THIRD: The address to which its registered office is to be changed is
501 Centerville Road, Warwick, Rhode Island 02886-4390

FOURTH: The name of its present registered agent is H. Thomas Rowles

FIFTH: The name of its successor registered agent is N/A

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 September 26, 1985

Automobile Club Insurance Agency of South County, Inc.

By *H. Thomas Rowles*
Its President

STATE OF Rhode Island }
COUNTY OF Kent } Sc.

At City of Warwick, in said county on this 22nd day
of January, 1987, personally appeared before me
H. Thomas Rowles, who, being by me first duly sworn, declared that he
is the President of Automobile Club Insurance Agency of
South County, Inc. that he signed the foregoing document as President of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

John D. Murray
Notary Public
My Commission Expires June 30, 1991

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