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ID Number: 14755



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH, BY THE CORPORATION

Pursuant to the provisions of Sections 7-1.1-12 or 7-1.1-107 of the General Laws, 1956, as amended, the undersigned corporation submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the state of Rhode Island:

- 1. The name of the corporation is ANDREW KEENA & SONS, INC.
2. The address of the registered office as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is: 2 Elm Street, Westerly, RI 02891
3. The address of the NEW registered office is: Two Elm Street, P.O. Box 414, Westerly, RI 02891
4. The name of the registered agent as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is: Harold B. Soloveitzik
5. The name of the NEW registered agent is: Charles S. Soloveitzik
6. The change of address of the registered office, or the appointment of a new registered agent, or both, as the case may be, shall become effective upon the filing of this statement, or on date of filing
7. The change was authorized by resolution duly adopted by its board of directors.

MAR 2 2 22 PM '00
SECRETARY OF STATE

Date: 2/23/2000

ANDREW KEENA & SONS, INC.
Print Corporate Name

PAID
MAR 02 2000
238433

By [Signature]
Its President [checked] or Its Vice President []

STATE OF RHODE ISLAND SECY OF STATE
COUNTY OF WASHINGTON

In Westerly, on this 23 day of February, 2000, personally appeared before me John E. Keena who, being by me first duly sworn, declared that he/she is the President of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

[Signature]
Notary Public
My Commission Expires: 4/2/02

COPY

Special Directors' Meeting

Pursuant to the annexed waiver of notice, a special meeting of all of the Directors of ANDREW KEENA & SONS, INC. was conducted in Westerly, Rhode Island on February 23, 2000;

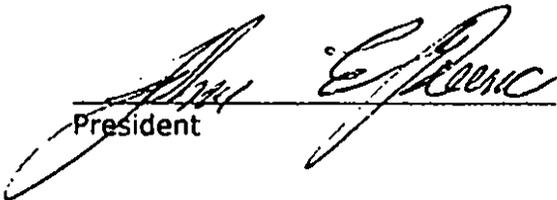
A quorum being present, John E. Kenna presided and Kathleen K. DeBartolo performed the duties of secretary of the meeting;

Upon motion, duly made, seconded and carried, the Directors have resolved that, until further resolution, the registered agent and office of the corporation shall be:

Charles Soloveitzik, Two Elm Street-P.O. Box 414, Westerly, RI 02891-0414

There being no further business, the Directors' Meeting was adjourned.

Attest:

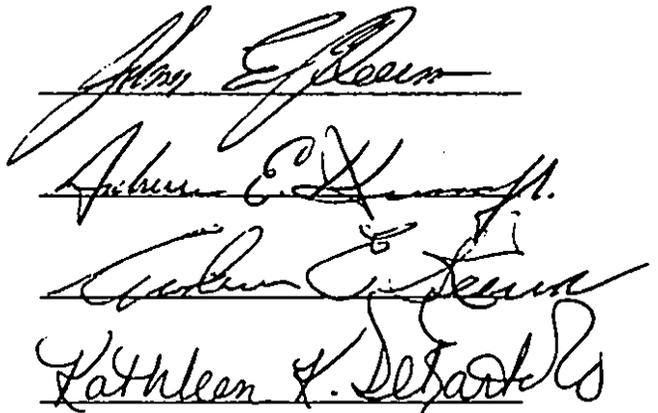

President


Secretary of Meeting

SECRETARY OF STATE
CORPORATIONS DIV.
MAR 2 2 25 PM '00

Waivers of Notice

The undersigned hereby waive all notice of the time, date, place and purpose of the foregoing meetings and expressly ratify and confirm all actions taken thereat.



TRUE COPY

ATTEST _____