

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

PREFERRED HEAT, INC.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section _____ 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
Preferred Heat, Inc.

SECOND: The address of its present registered office is
158 Warwick Avenue, Cranston, RI 02905

THIRD: The address to which its registered office is to be changed is
170 Westminster Street, Providence, RI 02903

FOURTH: The name of its present registered agent is
Louis A. Mascia

FIFTH: The name of its successor registered agent is
Louis A. Mascia

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 November 27, 19 92

PAID
DEC 04 1992

SECRETARY OF STATE

STATE OF RHODE ISLAND }
COUNTY OF PROVIDENCE } SC.

At Providence in said county on this 3rd day
of December, 19 92, personally appeared before me
Dennis A. Brophy, who, being by me first duly sworn, declared that he
is the President of Preferred Heat, Inc.
that he signed the foregoing document as President of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)


Notary Public