

Filing Fee: \$20.00

Corp. I.D. # 40611

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

Clayton Mark Inc.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-12 of the
(Insert "7-1.1-12" if a domestic corporation, or "7-1.1-107" if a foreign corporation.)
General Laws, 1956, as 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 _____
Clayton Mark Inc.

SECOND: The address of its present registered office is _____
1500 Fleet Center, Providence, Rhode Island 02903

THIRD: The address to which its registered office is to be _____
changed is _____ - No Change -

FOURTH: The name of its present registered agent is _____
Joachim A. Weissfeld

FIFTH: The name of its successor registered agent is _____
Margaret D. Farrell

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: May 12, 1994

CLAYTON MARK INC.

By _____

Its _____ President

STATE OF RHODE ISLAND)
COUNTY OF KENT) Sc.

At West Warwick in said county on this
5th day of May, 1994, personally appeared
before me Chester H. Kirk, who, being by me first duly sworn,
declared that he is the President of Clayton Mark Inc. that he
signed the foregoing documents as President of the corporation,
and that the statements therein contained are true.

(NOTARIAL SEAL)

Mary B. Saadenon
Notary Public

FILED

MAY 12 1994

WP:REYNOLDS:AT025820 .AB0 April 28, 1994 01

By _____

122048