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Corp. I.D. # 85254

STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH,
OF
WARWICK WINWATER WORKS CO.

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 _____
_____, 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 _____
WARWICK WINWATER WORKS CO.

SECOND: The address of its present registered office is
Michael J. Murray, Esq.; Packet Bldg., 155 S. Main Street, Providence, RI 02903-2963

THIRD: The address to which its registered office is to be changed is _____
170 Westminster Street, Suite 900, Providence, RI 02903

FOURTH: The name of its present registered agent is _____
Corporation Service Company

FIFTH: The name of its successor registered agent is _____
Corporation Service Company

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 January 19 _____, 19__96

Bruce R. Winn, Vice President
Corporation Service Company

By Bruce R. Winn

STATE OF _____ }
COUNTY OF _____ } Sc.

At _____ in said county on this _____ day
of _____, 19____, personally appeared before me _____
_____, who, being by me first duly sworn, declared that he
is the _____ of _____
that he signed the foregoing document as _____ of the
corporation, and that the statements therein contained are true.

FILED

JAN 25 1996

(NOTARIAL SEAL)

By Amf
Notary Public 152778