

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

..... BAILEY'S MOTOR SALES, 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 RI
, 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
BAILEY'S MOTOR SALES, INC.

SECOND: The address of its present registered office is
72 South Main Street, Providence, RI 02903

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

FOURTH: The name of its present registered agent is
John D. Biafore

FIFTH: The name of its successor registered agent is
John D. Biafore


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 12/18, 19 92

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DEC 29 1992
SECY OF STATE

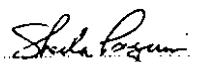
BAILEY'S MOTOR SALES, INC.

By 
JOHN D. BIAFORE
Its Vice President

STATE OF RHODE ISLAND }
COUNTY OF PROVIDENCE } So.

At Providence in said county on this 18th day
of December, 1992, personally appeared before me
John D. Biafore, who, being by me first duly sworn, declared that he
is the Vice President of BAILEY'S MOTOR SALES, INC.
that he signed the foregoing document as Vice President of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)


Notary Public
SHEILA PAGAN