

No Fee

Corp. I.D. #

5957

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

M & G--U.S.A., Inc.

To the Secretary of State  
of the State of Rhode Island

Pursuant to the provisions of Section <sup>7-1.1-12</sup> 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  
M & G--U.S.A., Inc.

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

THIRD: The address to which its registered office is to be changed is  
60 Eddy Street, Providence, RI

FOURTH: The name of its present registered agent is  
Anthony G. Iannuccillo, Esquire

FIFTH: The name of its successor registered agent is  
Bruce A. Wolpert, Esquire

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.

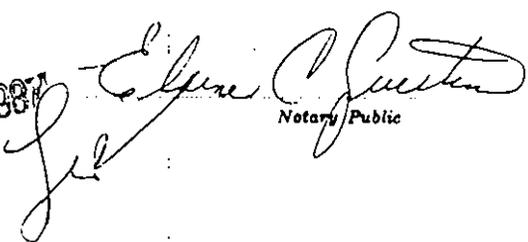
Dated February 27, 1987

M & G--U.S.A., Inc.  
By   
Its President

STATE OF Rhode Island }  
COUNTY OF PROVIDENCE } Sc.

At PROVIDENCE in said county on this 27th day  
of FEBRUARY, 1987, personally appeared before me  
MARTIN G. ROSENTHAL, who, being by me first duly sworn, declared that he  
is the PRESIDENT of M & G--U.S.A., INC.  
that he signed the foregoing document as PRESIDENT of the  
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

MAR 25 1987   
Notary Public