

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

S. D. RILEY ASSOC., 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
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 S. D. RILEY ASSOC., INC.

SECOND: The address of its present registered office is 735 Hospital Trust
Building, Providence, Rhode Island 02903

THIRD: The address to which its registered office is to be changed is
146 Westminster Street, Suite 500, Providence, Rhode Island 02903

FOURTH: The name of its present registered agent is James H. Reilly

FIFTH: The name of its successor registered agent is No Change

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 9, 1994

S. D. RILEY ASSOC., INC.

By

Its President

STATE OF Rhode Island }
COUNTY OF WASHINGTON } SC.

At NARRAGANSETT in said county on this 9th day
of February, 1994, personally appeared before me
Stephen D. Riley, who, being by me first duly sworn, declared that he
is the President of S. D. RILEY ASSOC., INC.
that he signed the foregoing document as President of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

John L. Matthews Notary Public
Notary Public