

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

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 INTERNATIONAL POWER SERVICES, INC.

SECOND: The address of its present registered office is

369 SOUTH MAIN STREET, PROVIDENCE, RI 02903

THIRD: The address to which its registered office is to be changed is

16 CODDINGTON WHARF, NEWPORT, RI 02840

FOURTH: The name of its present registered agent is

SUSAN E. MCGUIRE

FIFTH: The name of its successor registered agent is

JOHN J. NICOLACE

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 APRIL 22, 1993

INTERNATIONAL POWER SERVICES, INC.

By

JOHN J. NICOLACE

Its President

STATE OF RHODE ISLAND

COUNTY OF NEWPORT

} SC.

At NEWPORT in said county on this 22nd day
of APRIL, 1993, personally appeared before me
JOHN J. NICOLACE, who, being by me first duly sworn, declared that he
is the PRESIDENT of INTERNATIONAL POWER SERVICES, INC.
that he signed the foregoing document as PRESIDENT of the
corporation, and that the statements therein contained are true.

Rec'd & Filed

APR 26 1993

CR 98190

(NOTARIAL SEAL)

Notary Public