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

**MONROE TREE AND LAWNTENDER, INC. d/b/a LEWIS TREE SERVICE**

**To the Secretary of State  
of the State of Rhode Island**

Pursuant to the provisions of Section 7-1.1-107 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  
New York, 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  
MONROE TREE AND LAWNTENDER, INC. d/b/a LEWIS TREE SERVICE

**SECOND:** The address of its present registered office is  
12 Marie Drive, Coventry, Rhode Island 02816

**THIRD:** The address to which its registered office is to be changed is  
123 Dyer Street, Providence, Rhode Island 02903

**FOURTH:** The name of its present registered agent is  
J.F. Barrett

**FIFTH:** The name of its successor registered agent is  
C T CORPORATION SYSTEM

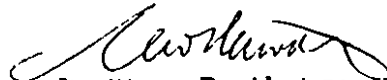
**SIXTH:** The address of its registered office and the address of the business office of  
its registered agent, as changed, will be identical.

**SEVENTH:** Such change was authorized by resolution duly adopted by its board of  
directors.

Dated February 22, 1988

MONROE TREE AND LAWNTENDER, INC.  
d/b/a LEWIS TREE SERVICE

By


  
Its Vice President Finance

Province  
STATE OF Ontario  
COUNTY OF Halton

} Sc.

At the City of Burlington in said county on this 22nd day  
of February, 1988, personally appeared before me Leslie W.  
Haworth, who, being by me first duly sworn, declared that he  
is the Vice President Finance of d/b/a LEWIS TREE SERVICE  
that he signed the foregoing document as Vice President Finance of the  
corporation, and that the statements therein contained are true.

MAR 01 1988  
(NOTARIAL SEAL)

  
Notary Public  
My commission is for life