

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

Waterman Lake Enterprises, 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
Waterman Lake Enterprises, Inc.

SECOND: The address of its present registered office is
1500 Hospital Trust Tower, Providence, R. I. 02903

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

FOURTH: The name of its present registered agent is
V. James Santaniello, Esq.

FIFTH: The name of its successor registered agent is
Albert B. West, Esq.

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 3/10, 1994

FILED

MAR 11 1994

By MA 118579

Waterman Lake Enterprises, Inc.

By Edw C Steere

Its President

STATE OF Rhode Island } SC.
COUNTY OF Providence }

At Smithfield, in said county on this Tenth day
of March, 1994, personally appeared before me Elaine
C. Steere, who, being by me first duly sworn, declared that he
is the President of Waterman Lake Enterprises, Inc.
that he signed the foregoing document as President of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

Lorraine H. Garvey
Notary Public
My Commission Expires:
July 25, 1995