

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

.....WAVELIGHT Electronic Design and Illustration, 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 WAVELIGHT Electronic Design
and Illustration, Inc.

SECOND: The address of its present registered office is 403 South Main Street,
Providence, Rhode Island 02903

THIRD: The address to which its registered office is to be changed is
260 West Exchange Street, Suite 305-2, Providence, Rhode Island 02903

FOURTH: The name of its present registered agent is Strauss Factor &
Lopes

FIFTH: The name of its successor registered agent is
Daniel Stone, 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 9/25, 1996

WAVELIGHT Electronic Design
and Illustration, Inc.

By Gregory A. Duchesne
Its President

PAID

OCT 03 1996
KD 167453
SECY OF STATE

STATE OF RHODE ISLAND

COUNTY OF Prov.

At No. Prov. in said county on this 27th day
of Sept, 1996, personally appeared before me

Gregory A. Duchesne, who, being by me first duly sworn, declared that he
is the President of WAVELIGHT Electronic Design
and Illustration, Inc.

that he signed the foregoing document as President of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

Dorothy B. O'Connor
Notary Public
1-9-97