

Filing fee: \$5.00

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

The Sherwin-Williams Company

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 OHIO
, 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 The Sherwin-Williams Company

SECOND: The address of its present registered office is
111 Westminister Street, Providence, Rhode Island 02903

THIRD: The address to which its registered office is to be changed is
111 Westminister Street, Providence, Rhode Island 02903

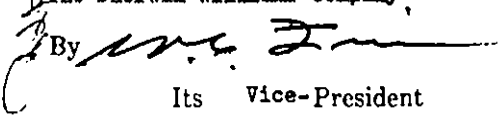
FOURTH: The name of its present registered agent is
Joseph E. Adelson

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.

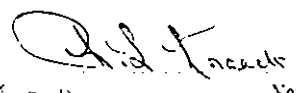
Dated August 3, 1970

The Sherwin-Williams Company,
By 
Its Vice-President
Financial Operations

STATE OF Ohio }
COUNTY OF Cuyahoga } SC.

At Cleveland in said county on this 3rd day
of August, 1970, personally appeared before me
W. C. Fine, who, being by me first duly sworn, declared that he
is the Vice-President-Financial Operations of The Sherwin-Williams Company
that he signed the foregoing document as Vice-President-Financial Operations of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)


Notary Public
R. L. KNAACK
Notary Public For Cuyahoga County
My Commission Expires Sept. 23, 1973
Notary Public For Cuyahoga Co.
My Commission Expires Sept. 23, 1973

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