

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

NEWPORT ELECTRIC POWER CORPORATION

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
NEWPORT ELECTRIC POWER CORPORATION

SECOND: The address of its present registered office is
12 Turner Road, Middletown, Rhode Island 02840

THIRD: The address to which its registered office is to be changed is no change

FOURTH: The name of its present registered agent is
Elliott G. Whitney

FIFTH: The name of its successor registered agent is
Larry D. Settle

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 March 30, 1990

NEWPORT ELECTRIC POWER CORPORATION

By *Larry D. Settle*
Its President
ASSISTANT TREASURER

STATE OF RHODE ISLAND }
COUNTY OF NEWPORT } Sc.

At Middletown in said county on this 30th day
of March, 1990, personally appeared before me
Larry D. Settle, who, being by me first duly sworn, declared that he
is the Assistant Treasurer of NEWPORT ELECTRIC POWER CORPORATION
that he signed the foregoing document as said Assistant Treasurer of the
corporation, and that the statements therein contained are true.

Rec'd & Filed APR 06 1990

(NOTARIAL SEAL)

J. M. Kelly
Notary Public

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV.

APR 6 2 37 PM '90