

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

Power Aero, 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
Power Aero, Inc.

SECOND: The address of its present registered office is
One Old Stone Square, Providence, RI 02903

THIRD: The address to which its registered office is to be changed is
321 Plainfield Pike, Scituate, RI 02857

FOURTH: The name of its present registered agent is
Edward D. Feldstein, Esq.

FIFTH: The name of its successor registered agent is
F. Stephen Toher

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 January 30, 19 96

PAID

FEB 28 1996
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SECY OF STATE

Power Aero, Inc.

By *F. Stephen Toher*
Its V. President

STATE OF Rhode Island }
COUNTY OF Providence } Sc.

At 321 Plainfield Pike in said county on this 30th day
of January, 19 96, personally appeared before me
F. Stephen toher, who, being by me first duly sworn, declared that he
is the Vice President of Power Aero, Inc.
that he signed the foregoing document as Vice President of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

Paul D. Berube
Notary Public

My Commission Expires 11/06/97

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