365641

INSTRUCTIONS FOR FILING
CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT, OR BOTH

1. It is recommended that you call the Corporations Division at (401) 277-3040 to verify that the information required in Items 2 and 4 currently appears in the corporate records of the Secretary of State prior to submitting the statement for filing. If the information is inconsistent with the records of this office, the statement will be returned.

2. It is required by law to provide a street address in item 3 in order to provide the public with notice of a physical location at which process, notice or demand required or permitted by law may be served on the registered agent. A statement submitted with a post office box address will not be accepted for filing.

3. The effective date of the statement shall be the date of filing with the Secretary of State or upon such later date not more than thirty (30) days after such filing, as may be set forth in item 6 of the statement.

4. The statement must be signed on behalf of the corporation by its president or vice president. The president's or vice president's signature must be notarized.

NOTE: If a registered agent changes the agent's business address to another place within the state, the agent may change the address and the address of the registered office of any corporation of which the agent is a registered agent by completing the statement below and submitting same for filing with the $20.00 filing fee.

STATEMENT OF CHANGE OF REGISTERED OFFICE BY THE REGISTERED AGENT

Pursuant to the provisions of Sections 7-1.1-12 or 7-1.1-107 of the General Laws, 1956, as amended, the undersigned registered agent submits the following statement for the purpose of changing the agent's business address and the address of the registered office of the corporation named herein to another place within the state:

1. The name of the corporation is: SANDY MOTORS, INC.

2. The address of the registered office as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:

   70 Main Street, Coventry, RI 02816

3. The address of the NEW registered office is:

   1070 Main Street, Coventry, RI 02816

4. The change of address of the registered office shall become effective upon the filing of this statement, or on

   _____
   (a date not more than 30 days after filing this statement)

5. A copy of this Statement has been mailed to the corporation.

PAID
FEB 24 1998
SEC'Y OF STATE

Dated February 11, 1998

Peter D. Nolan
Name of Registered Agent

Signature of Registered Agent