

*8000
#17*

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

MWP, 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 MWP, INC.

SECOND: The address of its present registered office is 1500 Fleet Center,
Providence, Rhode Island 02903

THIRD: The address to which its registered office is to be changed is
1500 Fleet Center, Providence, Rhode Island 02903

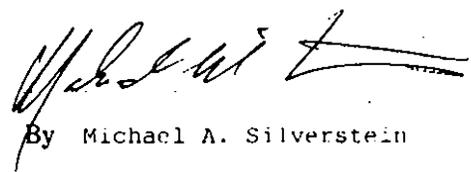
FOURTH: The name of its present registered agent is Jacque V. Hopkins

FIFTH: The name of its successor registered agent is Michael A. Silverstein

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 *10/3*, 1989

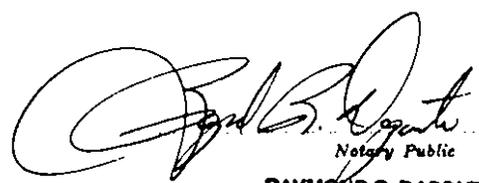


By Michael A. Silverstein
Its President

STATE OF Rhode Island }
COUNTY OF Providence } Sc.

At Providence in said county on this *3rd* day
of *October*, 1989, personally appeared before me *Michael A.*
Silverstein, who, being by me first duly sworn, declared that he
is the *President* of MWP, INC.
that he signed the foregoing document as *President* of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)



RAYMOND R. DAPONTE, Notary Public
State of Rhode Island and Providence Plantations
My Commission Expires June 30, 1991

RECEIVED

SECRETARY OF STATE

OCT 3 11 00 AM '59