

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

DAWN INDUSTRIES, 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 Dawn Industries, Inc.

SECOND: The address of its present registered office is 200 Dyer Street, Providence
Rhode Island 02903

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

FOURTH: The name of its present registered agent is Jeffrey M. Gibson

FIFTH: The name of its successor registered agent is Rodio & Ursillo, Ltd.

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 February 9th, 1994

DAWN INDUSTRIES, INC.

By 

Its President

STATE OF Rhode Island

COUNTY OF Providence

} SC.

At Providence, R.I. in said county on this 8th day
of February, 1994, personally appeared before me
Steven J. Ursillo, who, being by me first duly sworn, declared that he
is the President of Dawn Industries, Inc.
that he signed the foregoing document as President of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

WILLIAM COLE


Notary Public

My commission expires June 27, 1995

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