

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

RYCO, 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
RYCO, Inc.

SECOND: The address of its present registered office is
127 Dorrance Street, Providence, R.I. 02903

THIRD: The address to which its registered office is to be changed is
24 Grants Mill Road, Cumberland, R.I. 02864

FOURTH: The name of its present registered agent is
Kenneth J. Shea

FIFTH: The name of its successor registered agent is
Patricia A. Ryan

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 April 19, 1994

By

Donald J. Ryan

Its President.

STATE OF Rhode Island }
COUNTY OF Providence } SC.

At CUMBERLAND in said county on this 19th day
of APRIL, 1994, personally appeared before me Donald J.
Ryan, who, being by me first duly sworn, declared that he
is the PRESIDENT of RYCO INC
that he signed the foregoing document as PRESIDENT of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

APR 19 1994

BY

Richard A. LaBonte

Notary Public

LABONTE

MY COMMISSION EXPIRES 7-29-95