

No Fee

Corp. ID # 13-2686654

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

AMERICAN HOME SHIELD CORPORATION

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-107 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
DELAWARE, 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
AMERICAN HOME SHIELD CORPORATION

SECOND: The address of its present registered office is
123 DYER STREET, PROVIDENCE, RI 02903

THIRD: The address to which its registered office is to be changed is
Suite 3-A, 101 Dyer Street, Providence, Rhode Island 02903

FOURTH: The name of its present registered agent is
C T CORPORATION SYSTEM

FIFTH: The name of its successor registered agent is
The Prentice-Hall Corporation System, Inc.

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.

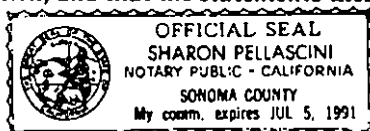
Dated August 9th, 19 89

AMERICAN HOME SHIELD CORPORATION

By [Signature]
Its President

STATE OF CALIFORNIA }
COUNTY OF SONOMA } SC.

At Santa Rosa in said county on this 9th day
of August, 19 89, personally appeared before me
Lynn J. Brinker, who, being by me first duly sworn, declared that he
is the President of American Home Shield Corporation
that he signed the foregoing document as President of the
corporation, and that the statements therein contained are true.



(NOTARIAL SEAL)

[Signature]
Notary Public

8/28/1989