

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

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section "7-1-12" of the General Laws, 1956, as
(Insert "7-1-12" if a domestic corporation, or "7-1-107" 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
NKI Enterprises Inc.

SECOND: The address of its present registered office is.....
222 Jefferson Blvd. Warwick, R.I. 02888

THIRD: The address to which its registered office is to be changed is.....
1193 Reservoir Ave. Cranston, Cranston, R.I. 02920

FOURTH: The name of its present registered agent is
Jon A. Mills, Campanella & Mills, Ltd.

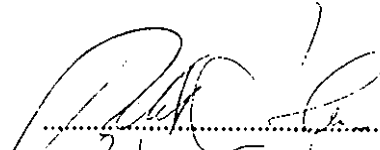
FIFTH: The name of its successor registered agent is.....
Alan P. Gelfusco, Gelfusco & Lachut

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..... 12-3, 1996..

PAID


By Robert Jacobucci

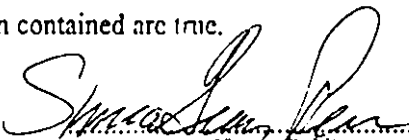
Its President

DEC 05 1996
KID (S) 174052
SECY OF STATE

STATE OF Rhode Island }
COUNTY OF Providence } Sc.

At Providence in said county on this 3rd day
of December, 1996, personally appeared before me
Robert Jacobucci, who, being by me first duly sworn, declared that he
is the President of NKI Enterprises Inc.
that he signed the foregoing document as President of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)


Notary Public
My Commission Expires July 1997