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

OF

GOWER & CO.

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 Gower & Co.

SECOND: The address of its present registered office is 189 Canal Street Providence, RI 02903

THIRD: The address to which its registered office is to be changed is Lynch and Greenfield, 321 South Main St., Providence, RI 02903

FOURTH: The name of its present registered agent is Norman Jay Bolotow, Esq.

FIFTH: The name of its successor registered agent is Marc A. Greenfield, Esq.

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.

2/21 Dated

, 19 95

Russell C. Gower

Its

President.

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

Sc.

Providence At.

in said county on this

21st day

February of

, 19 95, personally appeared before me

Russell C. Gower

, who, being by me first duly sworn, declared that he

President is the

Gower & Co. of

that he signed the foregoing document as

President

of the

corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

Jacqueline Tiettai