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Corp. I.D. # _____

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

WESTERN ELECTRIC COMPANY, INCORPORATED

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
WESTERN ELECTRIC COMPANY, INCORPORATED

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

THIRD: The address to which its registered office is to be changed is
c/o The Prentice-Hall Corporation System, Inc.
Suite 900, 170 Westminster 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 11-30, 1991

WESTERN ELECTRIC COMPANY, INCORPORATED

x By

Its Vice President

STATE OF NEW JERSEY

COUNTY OF SOMERSET

} Sc.

At Basking Ridge in said county on this 30th day
of November, 1991, personally appeared before me
H. J. HOKENSON, who, being by me first duly sworn, declared that he
is the Vice President of WESTERN ELECTRIC COMPANY, INCORPORATED
that he signed the foregoing document as Vice President of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

Joan T. Callahan
Notary Public

JOAN T. CALLAHAN
NOTARY PUBLIC OF NEW JERSEY
MY COMMISSION EXPIRES JULY 31, 1993

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