

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

WSP, 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  
WSP, INC.

SECOND: The address of its present registered office is  
100 Jefferson Boulevard, Warwick, RI 02888

THIRD: The address to which its registered office is to be changed is  
180 South Main Street, Providence, RI 02903

FOURTH: The name of its present registered agent is  
Steven J. Hirsch, Esq.

FIFTH: The name of its successor registered agent is  
Normand G. Benoit, 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.

Dated March 21, 1997

**FILED**

MAR 25 1997

By *J. Laplante*  
12/5/97

WSP, INC.

By

*Jay Rudolph*  
Jay Rudolph  
Its

President.

STATE OF RHODE ISLAND }  
COUNTY OF PROVIDENCE } SC.

At Providence in said county on this 21<sup>st</sup> day  
of March, 1997, personally appeared before me  
Jay Rudolph, who, being by me first duly sworn, declared that he  
is the President of WSP, INC.  
that he signed the foregoing document as President of the  
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

26. MAR 1997 57 *Jill K. Pimental*

Notary Public

*Jill K. Pimental*  
My Commission Expires 7/2/97