



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

James R. Langevin, Secretary of State

February 27, 1997

WSP, INC
20 Venus Way
South Attleboro, MA 02703

RE: Corporate ID# 63970
WSP, INC

Dear Sir or Madam:

This is to notify you that this office received on February 20, 1997 the resignation of Steven J. Hirsch as Registered Agent of the above-named corporation, a copy of which is enclosed. Sections 7-1.1-12, 7-1.1-107, 7-6-13 and 7-6-78 of the General Laws of the State of Rhode Island states that "the appointment of the agent shall terminate upon the expiration of thirty (30) days after receipt of the notice by the secretary of state."

Pursuant to the provisions set forth in Sections 7-1.1-11, 7-1.1-106, 7-6-12 and 7-6-77 of the General Laws of the State of Rhode Island, "each corporation shall have and continuously maintain in this state" a registered agent. In order to ensure that your authority to conduct business will remain intact, please complete and file with this office the enclosed Change of Registered Agent form as soon as possible.

Additionally, enclosed is a 1997 annual report to be filed in this office by March 1, 1997.

Thank you for your cooperation.

Sincerely,

Sandra M. Williams

Sandra M. Williams
Director of Corporations

100 North Main Street
Providence
Rhode Island
02903-1333

Corporations/UCC
401-277-304
Fax: 401-277-130

Elections
401-277-234
Fax: 401-277-144

First Stop Business
Information Center
401-277-440

Notary/Trademarks
401-277-148

<http://www.state.ri.us>

enc.

FESSEL, GOLDMAN & HIRSCH, INC.
ATTORNEYS AT LAW

ONE JEFFERSON PLACE
ONE HUNDRED JEFFERSON BOULEVARD
WARWICK, RHODE ISLAND 02888
401-463-3800
FAX 401-463-5907

February 19, 1997

Secretary of State
Corporations Division
100 North Main Street
Providence, RI 02903-1335

63970

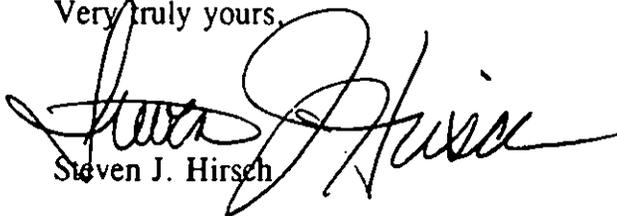
RE: WSP, Inc.

Dear Sir/Madam:

Please be advised that I am resigning as Agent for Service for the above referenced corporation.

Should you have any questions, please do not hesitate to contact me. Thank you.

Very truly yours,



Steven J. Hirsch

SJH/rbr

JEFFERSON P.L.A.C.E.
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RECEIVED
SECRETARY OF STATE
PROVIDENCE, RHODE ISLAND