

**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 7-1.1-12 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 RI
, 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 MAYS INDUSTRIES, INC.

SECOND: The address of its present registered office is 164 Airport Rd.
Warwick, RI 02889

THIRD: The address to which its registered office is to be changed is
650 Ten Rod Road, North Kingstown, RI 02862-0315

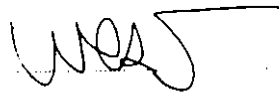
FOURTH: The name of its present registered agent is Alan T. Dworkin

FIFTH: The name of its successor registered agent is
W.C.S. MAYS, III

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 January 5, 1995

By  W.C.S. MAYS, III

Its President

STATE OF Rhode Island }
COUNTY OF Washington } Sc.

At N. Kingstown in said county on this 10th day
of January, 1995, personally appeared before me W.C.S.
MAYS, III, who, being by me first duly sworn, declared that he
is the President of Mays Industries, Inc.
that he signed the foregoing document as President of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

FILED

JAN 23 1995

By AMT#29
133779

Notary Public Laurie E Lewis

Commission Expires: 9/7/96