

Filing Fee: \$20.00

Corp. ID #

71172

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

TRI-LEVEL CONSTRUCTION CO., 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
TRI-LEVEL CONSTRUCTION CO., INC.

SECOND: The address of its present registered office is
33 College Hill Road, Bldg. 30E, Warwick, RI 02886

THIRD: The address to which its registered office is to be changed is
ONE CITIZENS PLAZA, SUITE 620, PROVIDENCE, RI 02903

FOURTH: The name of its present registered agent is
RUSSELL R. SICARD, ESQUIRE

FIFTH: The name of its successor registered agent is
N/A

SIXTH: The address of its registered office and the address of the business office of
its registered agent, as changed, will be identical.

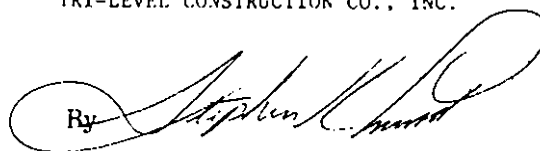
SEVENTH: Such change was authorized by resolution duly adopted by its board of
directors.

Dated MARCH 15, 1997

TRI-LEVEL CONSTRUCTION CO., INC.

PAID

APR 22 1997
LD 182473
SECY OF STATE

By 

Its President

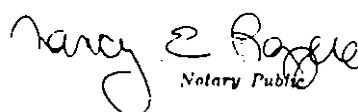
STATE OF RHODE ISLAND

COUNTY OF Kent

} SC.

At Warwick, in said county on this 15th day
of MARCH, 1997, personally appeared before me
STEPHEN K. LIND, who, being by me first duly sworn, declared that he
is the PRESIDENT of TRI-LEVEL CONSTRUCTION CO., INC.
that he signed the foregoing document as PRESIDENT of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)


Nancy E. Bogue
Notary Public