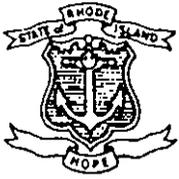


Filing Fee: ~~\$20.00~~ NO FEE

ID Number: 38375



****CORRECTION CHANGE OF REGISTERED AGENT/OFFICE FILED 09/29/97****
STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

FILED

OCT 29 1997

By [Signature]

**STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH,
BY THE CORPORATION**

Pursuant to the provisions of Sections 7-1.1-12 or 7-1.1-107 of the General Laws, 1956, as amended, the undersigned corporation submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of Rhode Island:

- The name of the corporation is: FILLON PICHON U.S.A., INC.
- The address of the registered office as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:
222 Jefferson Boulevard, Warwick, Rhode Island 02888
- The address of the NEW registered office is:
420 Angell Street, Providence, Rhode Island 02906
- The name of the registered agent as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:
Robert H. Breslin, Jr.
- The name of the NEW registered agent is:
Irving J. Waldman
- The change of address of the registered office, or the appointment of a new registered agent, or both, as the case may be, shall become effective upon the filing of this statement, or on _____
(a date not more than 30 days after filing this statement)
- The change was authorized by resolution duly adopted by its board of directors.

FILLON PICHON U.S.A., INC.
(Name of Corporation)
By [Signature]
Its President or Its Vice President

STATE OF RHODE ISLAND
COUNTY OF

In East Providence, RI, on this 21 day of October, 1997, personally appeared before me Steven E. Kise who, being by me first duly sworn, declared that he ~~is~~ is the Vice President of said corporation and that he ~~is~~ signed the foregoing document as Vice President of the corporation, and that the statements therein contained are true.

[Signature]
Notary Public
My Commission Expires: NOVEMBER 2, 2000