

Filing fee: \$20.00

Corp. I.D.# 0039877

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

Lightning Bay, 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 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 .....  
..... Lightning Bay, Inc. ....

Second: The address of its present registered office is  
2 Williams St., Providence, RI 02903 .....

Third: The address to which its registered office is to be  
changed is 133 Old Tower Hill Rd., Wakefield, RI 02879.....

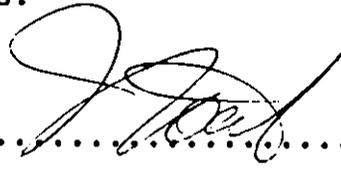
Fourth: The name of its present registered agent is .....  
..... Frank J. Williams, Esquire.....

Fifth: The name of its successor registered agent is ...  
..... Mary McLeod, Esquire.....

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 15 Dec 99 .....



By... Noah G. Clark .....  
Its.... President.....

PAID  
DEC 20 1999  
SECY OF STATE

SECRET  
OFFICE OF THE SECRETARY OF STATE  
PROVIDENCE, RHODE ISLAND

State of Rhode Island

County of Washington SC.

At ..South Kingstown..... in said county on this .17th day of ...December....., 19.99.., personally appeared before me ...Noah G. Clark....., who, being by me first duly sworn, declared that he~~XXX~~ is the ..President..... of ..Lightning Bay, Inc....., that he~~XXX~~ signed the foregoing document as ...President..... of the corporation, and that the statements therein contained are true.

*June Grant*  
.....  
Notary Public  
JUNE GRANT  
Notary Public, State of Rhode Island  
Commission Expires 6/19/2001

(NOTARIAL SEAL)