

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

PROV. AUTO ENG. 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 "7-1.1-101" 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
PROV. AUTO ENG. CO., INC.

SECOND: The address of its present registered office is
20 Washington Place, Providence, RI 02903

THIRD: The address to which its registered office is to be changed is
995 Park Avenue, Cranston, RI 02910

FOURTH: The name of its present registered agent is
John E. Martinelli, Esquire

FIFTH: The name of its successor registered agent is
Unchanged

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 3/10, 1994

FILED

MAR 25 1994

By 119294

PROV. AUTO ENG. CO., INC.

By Roger M. Pelletier

Its President

STATE OF Rhode Island }
COUNTY OF Providence } Sc.

At Providence, in said county on this 10 day
of March, 1994, personally appeared before me
Roger M. Pelletier, who, being by me first duly sworn, declared that he
is the President of PROV. AUTO ENG. CO., INC.
that he signed the foregoing document as President of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

John E. Martinelli
Notary Public