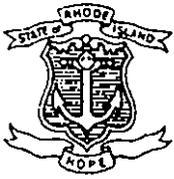


Filing Fee: \$20.00

ID Number: 36578



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

**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: Omega Sea Inc.
- The address of the registered office as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:
15 Old Beach Road, Newport, Rhode Island 02840
- The address of the NEW registered office is:
494 Broadway, Newport, Rhode Island 02840
- The name of the registered agent as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:
Joseph M. Hall, Esquire
- The name of the NEW registered agent is:
Alexander R. Cari, Esquire
- 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.

Omega Sea Inc.

(Name of Corporation)

By

Its President or Its Vice President

PAID

MAR 04 1999

NO 216512
SECRETARY OF STATE

STATE OF Rhode Island
COUNTY OF Newport

In Newport, on this 23rd day of February, 1999, personally appeared before me Peter T. Foenrke who, being by me first duly sworn, declared that he/she is the President of said corporation and that he/she signed the foregoing document as President of the corporation, and that the statements therein contained are true.

Notary Public

My Commission Expires: 8/6/01