

Filing Fee: \$20.00

Corp. I.D. # #40680

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

NCD Developers, 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 RI,  
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 NCD Developers, Inc.

SECOND: The address of its present registered office is  
1481 Wampanoag Trail, East Providence, RI 02915-1071

THIRD: The address to which its registered office is to be changed is  
P.O. Box 378, Bristol, RI 02809 C/O 30 Dolly Dr. Bristol, RI

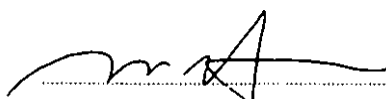
FOURTH: The name of its present registered agent is  
Martin S. Sleprow

FIFTH: The name of its successor registered agent is  
Michael J. Fonseca

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 20, 1995



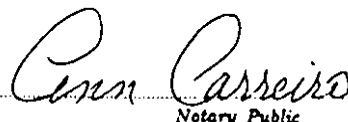
By Michael J. Fonseca

Its President

STATE OF Rhode Island }  
COUNTY OF Bristol } SC.

At Bristol in said county on this 20<sup>th</sup> day  
of March, 1995, personally appeared before me Michael  
J. Fonseca, who, being by me first duly sworn, declared that he  
is the President of NCD Developers, Inc.  
that he signed the foregoing document as President of the  
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

  
Notary Public

FILED

ANN CARREIRO  
Notary Public  
Commission Expires 6-23-95

MAR 22 1995

BY MT#29  
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