



State of Rhode Island and Providence Plantations
James R. Langevin
Secretary of State
100 North Main Street
Providence, Rhode Island
02903-1335

February 10, 1995

Corporate ID #40680

Re: N.C.D. DEVELOPERS, INC.

Dear Corporate Officer:

This is to inform you that on 01/06/95 a communication was received from Milton S. Slepko notifying this office of his resignation as Registered Agent of the above corporation. Enclosed is a copy of said communication along with a Statement of Change of Registered Agent.

In accordance with Section 7-1.1-11 of the General Laws of Rhode Island "each corporation shall have and continuously maintain in this state" a registered agent. The enclosed Change of Registered Agent form must be received in this office thirty (30) days from the above date in order to avoid revocation proceedings.

ALSO, ENCLOSED IS YOUR 1995 ANNUAL REPORT WHICH MUST BE FILED ON OR BEFORE MARCH 1, 1995.

Sincerely,

Sandra M. Williams

Director of Corporations

Michael J. Fonseca
P.O. Box 378
Bristol, RI 02809

CORP/RESIGN.LET

SLEPKOW
SLEPKOW
BETTENCOURT Inc.

ATTORNEYS AT LAW

Martin P. Slepko
Milton S. Slepko*
Paul G. Bettencourt*
Bruce Hunter Cox

*Also Member Massachusetts Bar

1481 Wampanoag Trail, East Providence, Rhode Island 02915-1071
(401) 437-1100 Telecopier 433-5066

January 5, 1995

**Secretary of State
Corporations Division
100 North Main Street
Providence, RI 02903**

RE: N.C.D. DEVELOPERS, INC.

40680

Gentlemen:

I hereby resign as agent for service of N.C.D. DEVELOPERS, INC.

Very truly yours,


MILTON S. SLEPKOW

MSS/sas

cc: Client

Jan 6 11 52 AM '95