

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

Associated Professional Management, 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
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 Associated Professional
Management, Inc.

SECOND: The address of its present registered office is One Old Stone Square
Providence, RI 02903

THIRD: The address to which its registered office is to be changed is
1500 Hospital Trust Tower, Providence, RI 02903

FOURTH: The name of its present registered agent is Robert, Carroll,
Feldstein & Tucker, Incorporated

FIFTH: The name of its successor registered agent is George J. West, Esq.

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 December 31, 1992

PAID Associated Professional Management, Inc.

By Kim M. Havunen

SECY OF STATE Its President.

CZ #93813

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

} Sc.

At Associated Professional Mgt. in said county on this 31st day
of December, 1992, personally appeared before me
Kim M. Havunen, who, being by me first duly sworn, declared that he
is the President of Associated Professional Management, Inc.
that he signed the foregoing document as President of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

Robert S. Liden
Notary Public

My commission expires March 3, 1993