

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

BENCHMARK ASSOCIATES, 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
Benchmark Associates, Inc.

SECOND: The address of its present registered office is
314 Oliphant Lane, Middletown, RI 02842

THIRD: The address to which its registered office is to be changed is
28 Jacome Way, Aquidneck Corporate Park, Newport, RI 02842

FOURTH: The name of its present registered agent is
Richard E Updegrove

FIFTH: The name of its successor registered agent is
George A Easley

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 August 27, 1993

CC# 105174
Filed AUG 31 1993

Benchmark Assoc. Inc.

By Estelle Smith

Its President

STATE OF Rhode Island

COUNTY OF Newport

At Middletown in said county on this 27th day
of August, 1993, personally appeared before me Estelle
Smith, who, being by me first duly sworn, declared that he/she
is the President of Benchmark Associates Inc.
that he signed the foregoing document as President of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

Martha A. Easley
Martha A. Easley
Notary Public

my Commission Expires June 22, 1995