

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

NORTHEAST CONSULTING ENGINEERS, 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 Northeast Consulting Engineers, Inc.

SECOND: The address of its present registered office is Lynch & Greenfield,
321 South Main St., Prov., RI 02903

THIRD: The address to which its registered office is to be changed is
Lynch, Greenfield & Page, One Ship Street, Providence, RI 02903

FOURTH: The name of its present registered agent is Thomas A. Lynch, Esq.

FIFTH: The name of its successor registered agent is Thomas A. Lynch, 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 May 8, 19 97

PAID

FEB 11 1998
SECY OF STATE
UP 198268

Northeast Consulting Engineers, Inc.

By *Thomas A. Lynch*
Thomas A. Lynch, Inc.
Its ~~President~~ Registered Agent

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SECRETARY OF STATE
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STATE OF RHODE ISLAND }
COUNTY OF PROVIDENCE } Sc.

At Providence in said county on this 8th day
of May, 19 97, personally appeared before me
Thomas A. Lynch who, being by me first duly sworn, declared that he
President of Thomas A. Lynch, Inc.
is the Registered Agent of Northeast Consulting Engineers, Inc.
that he signed the foregoing document as Registered Agent of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

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Nancy A. Cassault
Notary Public
My Commission Expires 2/28/01
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