

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

HUBBARD-HALL INC.

To the Secretary of State  
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-107 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  
Connecticut, 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 Hubbard-Hall Inc.

SECOND: The address of its present registered office is One Hospital Trust  
Plaza, Providence, RI 02903

THIRD: The address to which its registered office is to be changed is  
Edwards & Angell, 2700 Hospital Trust Tower, Providence, RI 02903

FOURTH: The name of its present registered agent is Richard M. C. Glenn, III

FIFTH: The name of its successor registered agent is Richard M. C. Glenn, III

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 November 20, 1992

ccr 9/553  
REC'd & Filed DEC 10 1992

Hubbard-Hall Inc.

By

Its President

STATE OF Connecticut

COUNTY OF New Haven

} SC. Waterbury

At Waterbury, Conn. in said county on this 20 day  
of November, 1992, personally appeared before me  
Charles T. Kellogg, who, being by me first duly sworn, declared that he  
is the President & Treasurer of Hubbard-Hall Inc.  
that he signed the foregoing document as President of the  
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

Notary Public

My Commission Expires March 31, 1993