

Filing fee: \$20.00

Corp. I.D. # 0094089

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

AT&T Solutions, 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 "7-1.107" if a foreign corporation.)

amended, the undersigned corporation, organized under the laws of the State of Delaware,
, 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 AT&T Solutions, Inc.

SECOND: The address of its present registered office is

170 Westminster Street, Suite 900, Providence, RI 02903

THIRD: The address to which its registered office is to be changed is

123 Dyer Street, Providence, R.I. 02903

FOURTH: The name of its present registered agent is

Prentice-Hall

FIFTH: The name of its successor registered agent is

C T Corporation System

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 17, 1997

FILED

FEB 17 1998

By

*cc # 63
1997/11/17*

AT&T Solutions, Inc.

By

Christine Brunke

Christine Brunke

Its Vice President

STATE OF New York

COUNTY OF New York

} Sc.

At New York, in said county on this 17th day
of November, 1997, personally appeared before me Christine Brunke,
, who, being by me first duly sworn, declared that he
is the Vice President of AT&T Solutions, Inc.
that he signed the foregoing document as Vice President of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

BELFRIEDA L. DAWSON
Notary Public, State of New York
No. 41-4800110

Belfrieda L. Dawson
Notary Public

(R. I. - 2131 - 11/17/94) Certificate Filed in New York County
Commission Expires Dec. 31, 1999