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

International Manufacturing Services, 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
, 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 International Manufacturing
Services, Inc.

SECOND: The address of its present registered office is 2700 Hospital Trust
Tower, Providence, Rhode Island 02903

THIRD: The address to which its registered office is to be changed is No change

FOURTH: The name of its present registered agent is Paul F. Greene

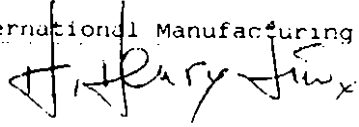
FIFTH: The name of its successor registered agent is Alfred S. Lombardi

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 February , 19 88

International Manufacturing Services,
Inc.

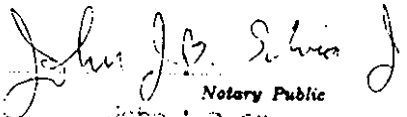
By 
Its President

STATE OF Rhode Island }
COUNTY OF Newport } Sc.

At The Town of Portsmouth in said county on this 22nd day
of February , 19 88 , personally appeared before me H. Henry Liv
, who, being by me first duly sworn, declared that he
is the President of International Manufacturing Services,
that he signed the foregoing document as President of the
corporation, and that the statements therein contained are true.



FEB 24 1988


Notary Public
John J. Sullivan, Jr.
My Commission Expires 6/30/91