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

Materials Equipment Corp.

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 , submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of Rhode Island:

Materials Equipment Corp. FIRST: The name of the corporation is

SECOND: The address of its present registered office is Suite 902, 58 Weybosset St., Providence, R. I. 02903.

110 Hilary THIRD: The address to which its registered office is to be changed is Drive, Providence, R. I. 02908-1912.

FOURTH: The name of its present registered agent is Haig Barsamian.

FIFTH: The name of its successor registered agent is Haig Barsamian.

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 5 to children.

Dated 0 4 37 1994

STATE OF RHODE ISLAND

Sc.

COUNTY OF PROVIDENCE

N. Smithfield

Pez.z.a

in said county on this

day

At October of

, 19 94, personally appeared before me

Robert A.

, who, being by me first duly sworn, declared that he

is the

President

of

Materials Equipment Corp.

that he signed the foregoing document as

President

of the

corporation, and that the statements therein contained are true.

FILED

DEC 1 2 1994

(NOTARIAL SEAL)

Public Com. Exp/ 6/23/95