

**STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH,
OF
COGENS, 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 COGENS, INC.

SECOND: The address of its present registered office is (AGENT) 2300 HOSPITAL
TRUST TOWER, PROVIDENCE, RI 02903

THIRD: The address to which its registered office is to be changed is (NEW AGENT)
135 WASHINGTON STREET, PROVIDENCE, RI 02903

FOURTH: The name of its present registered agent is ADLER, POLLOCK & SHEEHAN

FIFTH: The name of its successor registered agent is JOSEPH H. COHEN

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 Jan 31, 1994

FILED

FEB 24 1994

By 101-17825

By

JOSEPH H. COHEN

Its President.

STATE OF

COUNTY OF

} Sc.

At 131 Wash St in said county on this 31st day
of January, 1994, personally appeared before me Joseph
Cohen, who, being by me first duly sworn, declared that he
is the President of Cogens Inc.
that he signed the foregoing document as President of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

Michael P. [Signature]
Notary Public

Cogens 6/22/95