

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

THOMAS LONARDO & ASSOCIATES, 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
Rhode Island, 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
THOMAS LONARDO & ASSOCIATES, INC.

SECOND: The address of its present registered office is ~~100 Exchange Street,~~
~~Suite 102, Cranston, RI 02909~~ 201 Hillside Road, Cranston, RI 02920

THIRD: The address to which its registered office is to be changed is
51 Jefferson Boulevard, Warwick, RI 02888-1070

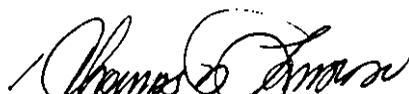
FOURTH: The name of its present registered agent is
Anthony J. DiOrio, Esquire

FIFTH: The name of its successor registered agent is
Anthony J. DiOrio, Esquire

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 May 24, 19 94


THOMAS LONARDO & ASSOCIATES, INC.
By Thomas D. Lonardo

Its President

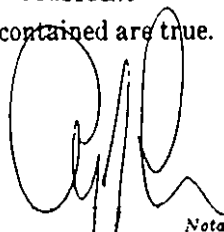
STATE OF Rhode Island }
COUNTY OF Kent } Sc.

At Warwick, Rhode Island in said county on this 24 day
of May, 19 94, personally appeared before me Thomas
D. Lonardo, who, being by me first duly sworn, declared that he
is the President of THOMAS LONARDO & ASSOCIATES, INC.
that he signed the foregoing document as President of the
corporation, and that the statements therein contained are true.

FILED

(NOTARIAL SEAL) JUN 1 1994

By AMTH29
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Notary Public