

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

POORMAN-DOUGLAS CORPORATION

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 Poorman-Douglas Corporation.

SECOND: The address of its present registered office is 50 Kennedy Plaza, 19th Floor  
Providence, Rhode Island, 02903.

THIRD: The address to which its registered office is to be changed is 123 Dyer Street,  
Providence, Rhode Island, 02903.

FOURTH: The name of its present registered agent is William W. Templeton.

FIFTH: The name of its successor registered agent is CT 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 October 21, 1997

POORMAN-DOUGLAS CORPORATION

By [Signature]

Its \_\_\_\_\_ President

STATE OF OREGON

} Sc.

COUNTY OF WASHINGTON

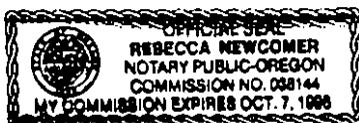
At Beaverton in said county on this 21<sup>st</sup> day of October, 1997, personally appeared before me Jeffrey B. Baker, who, being by me first duly sworn, declared that he is the President of Poorman-Douglas Corporation, that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

(R.I. - 2131 - 11/17/94)

Rebecca Newcomer  
Notary Public

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