

FILING FEE: \$20.00

Corp. I.D. #

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

Naughton Insurance, Inc.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section _____ 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
Naughton Insurance, Inc.

SECOND: The address of its present registered office is
155 South Main Street, Providence, Rhode Island 02903

THIRD: The address to which its registered office is to be changed is
One Citizens Plaza, Suite 830, Providence, Rhode Island 02903

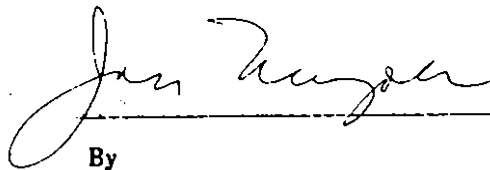
FOURTH: The name of its present registered agent is
Paul Plourde

FIFTH: The name of its successor registered agent is
Paul Plourde

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 16, 19 92

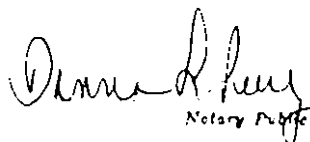

By _____

Its President

STATE OF RHODE ISLAND }
COUNTY OF Providence } Sc.

At Naughton Insurance, Inc. in said county on this 16th day
of October, 19 92, personally appeared before me John Naughton
who, being by me first duly sworn, declared that he
is the President of Naughton Insurance, Inc.
that he signed the foregoing document as President of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)


Notary Public

My Commission Expires 10/23/93

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